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Â Â Â UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Â FORM 10-Q 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 â˜ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 Â For the transition period from ________to_______ Â Commission file number: 001-40400 Â DIGITAL BRANDS GROUP, INC. (Exact name of registrant as specified in its charter) Â Delaware Â 46-1942864 (State or other jurisdiction of Â (I.R.S. Employer incorporation or organization) Â Identification No.) Â 1400 Lavaca Street Austin, TX 78701 (Address of principal executive offices, including zip code) Â Tel: (209) 651-0172 (Registrantâ€™s telephone number, including area code) Â N/A (Former name, former address and former fiscal year, if changed since last report) Securities registered pursuant to Section 12(b) of the Act: Â Title of each class Â Trading Symbol(s) Â Name of each exchange on which registered Common Stock, par value $0.0001 per share Â DBGI Â The Nasdaq Stock Market LLC Warrants, each exercisable to purchase one share of common stock Â DBGIW Â The Nasdaq Stock Market LLC Â Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes â˜’ No â˜ Â Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Â§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes â˜’ No â˜ Â Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definition of â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting company,â€ and â€œemerging growth companyâ€ in Rule 12b-2 of the Exchange Act. Â Large accelerated filer â˜ Accelerated filer â˜ Non-accelerated filer â˜’ Smaller reporting company â˜’ Â Â Emerging growth company â˜’ Â Â If an emerging growth company, indicate by check mark if this 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 As of November 14, 2024, the Company had 38,613,438 shares of common stock, $0.0001 par value, issued and outstanding. Â Â Â Â Table of Contents Â DIGITAL BRANDS GROUP, INC. FORM 10-Q TABLE OF CONTENTS Â Â Page Â Â Â

 2 Table of Contents Â CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS Â Except for historical information, this Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the â€œSecurities Actâ€) and Section 21E of the Securities Exchange Act of 1934, as amended (the â€œExchange Actâ€), which involve risks and uncertainties. These forward-looking statements can be identified by the use of forward- looking terminology, including the terms â€œbelieve,â€ â€œestimate,â€ â€œproject,â€ â€œaim,â€ â€œanticipate,â€ â€œexpect,â€ â€œseek,â€ â€œpredict,â€ â€œcontemplate,â€ â€œcontinue,â€ â€œpossible,â€ â€œintend,â€ â€œmay,â€

â€œplan,â€ â€œforecast,â€ â€œfuture,â€ â€œmight,â€ â€œwill,â€ â€œcould,â€ wouldâ€ or â€œshouldâ€ or, in each case, their negative, or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this Annual Report on Form 10-K and include statements regarding our intentions, beliefs or current expectations concerning, among other things, our results of operations, financial condition, liquidity, prospects, growth strategies, the industry in which we operate and potential acquisitions. We derive many of our forward- looking statements from our operating budgets and forecasts, which are based upon many detailed assumptions. While we believe that our assumptions are reasonable, we caution that it is very difficult to predict the impact of known factors, and, of course, it is impossible for us to anticipate all factors that could affect our actual results. All forward-looking statements are based upon information available to us on the date of this Quarterly Report on Form 10-Q. Â By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. We caution you that forward- looking statements are not guarantees of future performance and that our actual results of operations, financial condition and liquidity, and the stability of the industry in which we operate may differ materially from those made in or suggested by the forward-looking statements contained in this Quarterly Report on Form 10-Q. In addition, even if our results of operations, financial condition and liquidity and the development of the industry in which we operate are consistent with the forward-looking statements contained in this Quarterly Report on Form 10-Q, those results or developments may not be indicative of results or developments in subsequent periods. Important factors that could cause our results to vary from expectations include those discussed in â€œRisk Factorsâ€ in our most recent Annual Report on Form 10-K, as the same may be updated from time to time. Â Estimates and forward-looking statements speak only as of the date they were made, and, except to the extent required by law, we undertake no obligation to update or to review any estimate and/or forward-looking statement because of new information, future events or other factors. Â 3 Table of Contents Â PART I â€“ FINANCIAL INFORMATION Â ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS Â DIGITAL BRANDS GROUP, INC. CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED) Â Â Â September 30,Â Â December 31,Â Â Â 2024Â Â 2023Â ASSETSÂ Â Â Â Â Â Â Â Current assets:Â Â Â Â Â Â Â Â Cash and cash equivalentsÂ $289,346Â Â $20,773Â Accounts receivable, netÂ Â 276,334Â Â Â 74,833Â Due from factor, netÂ Â 438,269Â Â Â 337,811Â InventoryÂ Â 5,040,518Â Â Â 4,849,600Â Prepaid expenses and other current assetsÂ Â 353,307Â Â Â 276,670Â Total current assetsÂ Â 6,397,774Â Â Â 5,559,687Â Property, equipment and software, netÂ Â 79,310Â Â Â 55,509Â GoodwillÂ Â 8,973,501Â Â Â 8,973,501Â Intangible assets, netÂ Â 7,324,579Â Â Â 9,982,217Â DepositsÂ Â 152,711Â Â Â 75,431Â Right of use assetÂ Â 365,246Â Â Â 689,688Â Total assetsÂ $23,293,121Â Â $25,336,033Â Â Â Â Â Â Â Â Â Â LIABILITIES AND STOCKHOLDERSâ€™ EQUITYÂ Â Â Â Â Â Â Â Current liabilities:Â Â Â Â Â Â Â Â Accounts payableÂ $6,251,884Â Â $7,538,902Â Accrued expenses and other liabilitiesÂ Â 5,236,437Â Â Â 4,758,492Â Due to related partiesÂ Â 426,921Â Â Â 400,012Â Convertible note payable, netÂ Â 100,000Â Â Â 100,000Â Accrued interest payableÂ Â 2,053,102Â Â Â 1,996,753Â Loan payable, currentÂ Â 2,743,508Â Â Â 2,325,842Â Promissory note payable, netÂ Â 4,730,740Â Â Â 4,884,592Â Right of use liability, current portionÂ Â 899,726Â Â Â 1,210,814Â Total current liabilitiesÂ Â 22,442,318Â Â Â 23,215,407Â Loan payableÂ Â 150,000Â Â Â 150,000Â Right of use liability, non current portionÂ Â 313,723Â Â Â -Â Deferred tax liabilityÂ Â 368,034Â Â Â 368,034Â Total liabilitiesÂ Â 23,274,075Â Â Â 23,733,441Â Â Â Â Â Â Â Â Â Â Commitments and contingenciesÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Stockholdersâ€™ equity:Â Â Â Â Â Â Â Â Undesignated preferred stock, $0.0001 par, 10,000,000 shares authorized, 0 shares issued and outstanding as of both September 30, 2024 and December 31, 2023Â Â Â Â Â Â -Â Series A convertible preferred stock, $0.0001 par, 6,300 shares designated, 6,300 shares issued and outstanding as of both September 30, 2024 and December 31, 2023Â Â 1Â Â Â 1Â Series C convertible preferred stock, $0.0001 par, 1,643 and 4,786 shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectivelyÂ Â 1Â Â Â 1Â Preferred stock, valueÂ Â 1Â Â Â 1Â Common stock, $0.0001 par, 1,000,000,000 shares authorized, 3,769,859 and 1,114,359 shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectivelyÂ Â 373Â Â Â 110Â Additional paid-in capitalÂ Â 121,748,573Â Â Â 115,596,929Â Accumulated deficitÂ Â (121,729,902)Â Â (113,994,449) Total stockholdersâ€™ equityÂ Â 19,046Â Â Â 1,602,592Â Total liabilities and stockholdersâ€™ equityÂ $23,293,121Â Â $25,336,033Â Â See the accompanying notes to the unaudited condensed consolidated financial statements Â 4 Table of Contents Â DIGITAL BRANDS GROUP, INC. CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED) Â Â Â 2024Â Â 2023Â Â 2024Â Â 2023Â Â Â Three Months EndedÂ Â Nine Months EndedÂ Â Â September, 30Â Â September, 30Â Â Â 2024Â Â 2023Â Â 2024Â Â 2023Â Net revenuesÂ $2,440,801Â Â $3,257,332Â Â $9,413,457Â Â $12,127,135Â Cost of net revenuesÂ Â 1,319,214Â Â Â 1,554,044Â Â Â 5,012,457Â Â Â 6,094,532Â Gross profitÂ Â 1,121,587Â Â Â 1,703,288Â Â Â 4,401,000Â Â Â 6,032,603Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Operating expenses:Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â General and administrativeÂ Â 2,429,040Â Â Â 3,735,527Â Â Â 6,347,460Â Â Â 12,115,590Â Sales and marketingÂ Â 655,833Â Â Â 1,151,377Â Â Â 1,979,173Â Â Â 3,188,054Â DistributionÂ Â 180,879Â Â Â 238,546Â Â Â 745,412Â Â Â 750,945Â Impairment of intangible assetsÂ Â 600,000Â Â Â -Â Â Â 600,000Â Â Â -Â Change in fair value of contingent considerationÂ Â -Â Â Â -Â Â Â -Â Â Â (10,698,475) Total operating expensesÂ Â 3,865,752Â Â Â 5,125,450Â Â Â 9,672,045Â Â Â 5,356,114Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Income (loss) from operationsÂ Â (2,744,165)Â Â (3,422,162)Â Â (5,271,045)Â Â 676,489Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Other income (expense):Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Interest expenseÂ Â (742,557)Â Â (1,956,080)Â Â (2,487,172)Â Â (4,907,567) Other non-operating income (expenses)Â Â (54,515)Â Â (57,752)Â Â 22,765Â Â Â (734,501) Total other income (expense), netÂ Â (797,072)Â Â (2,013,832)Â Â (2,464,407)Â Â (5,642,068) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Income tax provisionÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Net loss from continuing operationsÂ Â (3,541,237)Â Â (5,435,994)Â Â (7,735,452)Â Â (4,965,579) (Loss) from discontinued operations, net of taxÂ Â -Â Â Â -Â Â Â -Â Â Â (1,562,503) Net lossÂ $(3,541,237)Â $(5,435,994)Â $(7,735,452)Â $(6,528,082) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Weighted average common shares outstanding - basic and dilutedÂ Â 2,171,823Â Â Â 373,498Â Â Â 2,061,252Â Â Â 283,678Â Net loss per common share - basic and dilutedÂ $(1.63)Â $(14.55)Â $(3.75)Â $(17.50) Â See the accompanying notes to the unaudited condensed consolidated financial statements. Â 5 Table of Contents Â DIGITAL BRANDS GROUP, INC. CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERSâ€™ EQUITY (DEFICIT) (UNAUDITED) Â Â Â SharesÂ Â AmountÂ Â SharesÂ Â AmountÂ Â SharesÂ Â AmountÂ Â CapitalÂ Â DeficitÂ Â (Deficit)Â Â Â Series A ConvertibleÂ Â Series C ConvertibleÂ Â Â Â Â Â Â Â AdditionalÂ Â Â Â Â Total Stockholdersâ€™Â Â Â Preferred StockÂ Â Preferred StockÂ Â Common StockÂ Â Paid-inÂ Â AccumulatedÂ Â EquityÂ Â Â SharesÂ Â AmountÂ Â SharesÂ Â AmountÂ Â SharesÂ Â AmountÂ Â CapitalÂ Â DeficitÂ Â (Deficit)Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Balances at December 31, 2022Â Â 6,300Â Â $1Â Â Â -Â Â $-Â Â Â 178,758Â Â $18Â Â $96,293,694Â Â $(103,747,316)Â $Â Â Â Â Â Â (7,453,174) Issuance of common stock pursuant to private placementÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 51,086Â Â Â 5Â Â Â 4,999,875Â Â Â -Â Â Â 5,000,003Â Offering costsÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â (536,927)Â Â -Â Â Â (536,927) Shares issued for servicesÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 4,756Â Â Â -Â Â Â 499,326Â Â Â -Â Â Â 499,338Â Shares and warrants issued with notesÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 4,400Â Â Â -Â Â Â 658,483Â Â Â -Â Â Â 658,483Â Stock-based compensationÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 105,594Â Â Â -Â Â Â 105,594Â Net lossÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â (6,136,349)Â Â (6,136,349) Balances at March 31, 2023Â Â 6,300Â Â Â 1Â Â Â -Â Â Â -Â Â Â 239,000Â Â Â 23Â Â Â 102,020,045Â Â Â (109,883,665)Â Â (7,863,021) Cancellation of notes and issuance of preferred stockÂ Â -Â Â Â -Â Â Â 5,761Â Â Â 1Â Â Â -Â Â Â -Â Â Â 5,759,177Â Â Â -Â Â Â 5,759,177Â Issuance of Series B preferred stockÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 25,000Â Â Â -Â Â Â 25,000Â Issuance of common stock pursuant to dispositionÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 78,103Â Â Â 8Â Â Â 1,357,035Â Â Â -Â Â Â 1,357,043Â Stock-based compensationÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 101,500Â Â Â -Â Â Â 101,500Â Net incomeÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 5,044,261Â Â Â 5,044,261Â Balances at June 30, 2023Â Â 6,300Â Â Â 1Â Â Â 5,761Â Â Â 1Â Â Â 317,103Â Â Â 31Â Â Â 109,262,757Â Â Â (104,839,404)Â Â 4,423,960Â Cancellation of Series B preferred stockÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â (25,000)Â Â -Â Â Â (25,000) Issuance of common stock pursuant to private placement, net of offering costÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 32,000Â Â Â 3Â Â Â 3,832,302Â Â Â -Â Â Â 3,832,305Â Common stock issued for servicesÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 105,174Â Â Â 11Â Â Â 1,157,079Â Â Â -Â Â Â 1,157,090Â Exercise of WarrantsÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 123,814Â Â Â 12Â Â Â 1,167,554Â Â Â -Â Â Â 1,167,566Â Stock-based compensationÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 101,417Â Â Â -Â Â Â 101,417Â Net lossÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â (5,435,994)Â Â (5,435,994) Balances at September 30, 2023Â Â 6,300Â Â $1Â Â Â 5,761Â Â $1Â Â Â 578,091Â Â $57Â Â $115,496,109Â Â $(110,275,398)Â $5,221,344Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Balances at December 31, 2023Â Â 6,300Â Â $1Â Â Â 4,786Â Â $1Â Â Â 1,114,359Â Â $110Â Â $115,596,929Â Â $(113,994,449)Â $1,602,592Â Common shares issued for cashÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 444,909Â Â Â 44Â Â Â 1,736,162Â Â Â -Â Â Â 1,736,206Â Shares issued for servicesÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 68,583Â Â Â 7Â Â Â 224,258Â Â Â -Â Â Â 224,265Â Conversion of preferred shares into common stockÂ Â -Â Â Â -Â Â Â (1,547)Â Â -Â Â Â 86,306Â Â Â 9Â Â Â (9)Â Â -Â Â Â -Â Stock-based compensationÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 100,299Â Â Â -Â Â Â 100,299Â Net lossÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â (683,735)Â Â (683,735) Balances at March 31, 2024Â Â 6,300Â Â Â 1Â Â Â 3,239Â Â Â 1Â Â Â 1,714,157Â Â Â 169Â Â Â 117,657,641Â Â Â (114,678,185)Â Â 2,979,627Â Common shares issued for cashÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 378,750Â Â Â 37Â Â Â 2,877,437Â Â Â -Â Â Â 2,877,475Â Conversion of loan into common stockÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 106,020Â Â Â 11Â Â Â 313,806Â Â Â -Â Â Â 313,816Â Conversion of preferred shares into common stockÂ Â -Â Â Â -Â Â Â (1,495)Â Â -Â Â Â 83,405Â Â Â 8Â Â Â (8)Â Â -Â Â Â -Â Stock-based compensationÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 67,901Â Â Â -Â Â Â 67,901Â Net lossÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â Â Â Â Â Â (3,510,481)Â Â (3,510,481) Balances at June 30,2024Â Â 6,300Â Â Â 1Â Â Â 1,744Â Â Â 1Â Â Â 2,282,332Â Â Â 226Â Â Â 120,916,777Â Â Â (118,188,666)Â Â 2,728,340Â BalanceÂ Â 6,300Â Â Â 1Â Â Â 1,744Â Â Â 1Â Â Â 2,282,332Â Â Â 226Â Â Â 120,916,777Â Â Â (118,188,666)Â Â 2,728,340Â Common shares issued for cashÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 1,404,684Â Â Â 139Â Â Â 742,374Â Â Â -Â Â Â 742,513Â Shares issued for servicesÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 60,527Â Â Â 6Â Â Â 88,363Â Â Â -Â Â Â 88,369Â Conversion of preferred shares into common stockÂ Â -Â Â Â -Â Â Â (400)Â Â -Â Â Â 22,316Â Â Â 2Â Â Â (2)Â Â -Â Â Â -Â Stock-based compensationÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 1,061Â Â Â -Â Â Â 1,061Â Net lossÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â (3,541,237)Â Â (3,541,237) Balances at September 30,2024Â Â 6,300Â Â $1Â Â Â 1,344Â Â $1Â Â Â 3,769,859Â Â $373Â Â $121,748,573Â Â $(121,729,902)Â $19,046Â BalanceÂ Â 6,300Â Â $1Â Â Â 1,344Â Â $1Â Â Â 3,769,859Â Â $373Â Â $121,748,573Â Â $(121,729,902)Â $19,046Â Â See the accompanying notes to the unaudited condensed consolidated financial statements. Â 6 Table of Contents Â DIGITAL BRANDS GROUP, INC. CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED) Â Â Â 2024Â Â 2023Â Â Â Nine Months EndedÂ Â Â September 30,Â Â Â 2024Â Â 2023Â Cash flows from operating activities:Â Â Â Â Â Â Â Â Net lossÂ $(7,735,452)Â $(6,528,082) Adjustments to reconcile net loss to net cash used in operating activities:Â Â Â Â Â Â Â Â Depreciation and amortizationÂ Â 2,057,638Â Â Â 2,485,166Â Amortization of loan discount and feesÂ Â 2,220,549Â Â Â 1,956,355Â Impairment of intangible assetsÂ Â 600,000Â Â Â -Â Loss on extinguishment of debtÂ Â -Â Â Â 689,100Â Loss on disposition of businessÂ Â -Â Â Â 1,523,940Â Stock-based compensationÂ Â 169,262Â Â Â 308,511Â Shares issued for servicesÂ Â 312,634Â Â Â 1,656,417Â Change in credit reserveÂ Â (151,611)Â Â 354,282Â Change in fair value of contingent considerationÂ Â -Â Â Â (10,698,475) Discontinued operationÂ Â -Â Â Â 7,666Â Non-cash lease expenseÂ Â 817,077Â Â Â -Â Changes in operating assets and liabilities:Â Â Â Â Â Â Â Â Accounts receivable, netÂ Â (201,501)Â Â 153,479Â Due from factorÂ Â 51,153Â Â Â 72,220Â InventoryÂ Â (190,918)Â Â 514,955Â Prepaid expenses and other current assetsÂ Â (76,637)Â Â (366,615) Accounts payableÂ Â (1,287,018)Â Â 182,242Â Accrued expenses and other liabilitiesÂ Â 477,945Â Â Â 1,088,763Â Deferred revenueÂ Â -Â Â Â (183,782) Accrued interest payableÂ Â 106,701Â Â Â 326,219Â Due to related partiesÂ Â 26,909Â Â Â -Â Lease liabilitiesÂ Â (490,000)Â Â -Â Net cash used in operating activitiesÂ Â (3,293,269)Â Â (6,457,639) Cash flows from investing activities:Â Â Â Â Â Â Â Â Cash disposedÂ Â -Â Â Â (18,192) Purchase of property, equipment and softwareÂ Â (23,801)Â Â (27,855) DepositsÂ Â (77,280)Â Â 87,378Â Net cash provided by (used in) investing activitiesÂ Â (101,081)Â Â 41,331Â Cash flows from financing activities:Â Â Â Â Â Â Â Â Repayments from related party advancesÂ Â -Â Â Â (218,967) Advances from factorÂ Â -Â Â Â 154,073Â Issuance of loans and note payableÂ Â 790,977Â Â Â 5,799,989Â Repayments of convertible notes and loan payableÂ Â (2,484,248)Â Â (8,840,092) Insurance for common stock for cashÂ Â 5,356,194Â Â Â -Â Exercise of warrantsÂ Â -Â Â Â 1,167,566Â Issuance of common stock in public offeringÂ Â -Â Â Â 10,000,003Â Offering costsÂ Â -Â Â Â (1,854,622) Net cash provided by financing activitiesÂ Â 3,662,923Â Â Â 6,207,950Â Net change in cash and cash equivalentsÂ Â 268,573Â Â Â (208,357) Cash and cash equivalents at beginning of periodÂ Â 20,773Â Â Â 1,275,616Â Cash and cash equivalents at end of periodÂ $289,346Â Â $1,067,259Â Â Â Â Â Â Â Â Â Â Supplemental disclosure of cash flow information:Â Â Â Â Â Â Â Â Cash paid for income taxesÂ Â -Â Â Â -Â Cash paid for interestÂ $1,684,248Â Â $1,176,305Â Â Â Â Â Â Â Â Â Â Supplemental disclosure of non-cash investing and financing activities:Â Â Â Â Â Â Â Â Right of use assetÂ $425,634Â Â $467,738Â Shares issued for services and conversion of accounts payableÂ $313,816Â Â $-Â Conversion of preferred shares into common stockÂ $19Â Â $-Â Conversion of notes into preferred stockÂ $-Â Â $5,759,177Â Â See the accompanying notes to the unaudited condensed consolidated financial statements. Â 7 Table of Contents Â NOTE 1: NATURE OF OPERATIONS Â Digital Brands Group, Inc. (the â€œCompanyâ€ or â€œDBGâ€), was organized on September 17, 2012 under the laws of Delaware as a limited liability company under the name Denim.LA LLC. The Company converted to a Delaware corporation on January 30, 2013 and changed its name to Denim.LA, Inc. Effective December 31, 2020, the Company changed its name to Digital Brands Group, Inc. (DBG). Â The Company is a curated collection of lifestyle brands, including Bailey 44, DSTLD, Stateside and ACE Studios, that offers a variety of apparel products through direct-to-consumer and wholesale distribution. Â On February 12, 2020, Denim.LA, Inc. entered into an Agreement and Plan of Merger with Bailey 44, LLC (â€œBaileyâ€), a Delaware limited liability company. On the acquisition date, Bailey 44, LLC became a wholly owned subsidiary of the Company. Â On May 18, 2021, the Company closed its acquisition of Harper & Jones, LLC (â€œH&Jâ€) pursuant to its Membership Interest Stock Purchase Agreement with D. Jones Tailored Collection, Ltd. to purchase 100% of the issued and outstanding equity of Harper & Jones, LLC. On the acquisition date, H&J became a wholly owned subsidiary of the Company. Â On August 30, 2021, the Company closed its acquisition of Mosbest, LLC dba Stateside (â€œStatesideâ€) pursuant to its Membership Interest Purchase Agreement with Moise Emquies to purchase 100% of the issued and outstanding equity of Stateside. On the acquisition date, Stateside became a wholly owned subsidiary of the Company. Â On December 30, 2022, the Company closed its previously announced acquisition of Sunnyside, LLC dba Sundry (â€œSundryâ€) pursuant to its Second Amended and Restated Membership Interest Purchase Agreement with Moise Emquies to purchase 100% of the issued and outstanding equity of Sundry. On the acquisition date, Sundry became a wholly owned subsidiary of the Company. Â On June 21, 2023, the Company and the former owners of H&J executed a Settlement Agreement and Release (the â€œSettlement Agreementâ€) whereby contemporaneously with the partiesâ€™ execution of the Settlement Agreement (i) the Company agreed to make an aggregate cash payment of $229,000 to D. Jones Tailored Collection, Ltd. (â€œD. Jonesâ€), (ii) the Company issued 1,952,580 shares of common stock to D. Jones, and (iii) the Company assigned and transferred one hundred percent (100%) of the Companyâ€™s membership interest in H&J to D. Jones. The H&J Settlement was accounted for a business disposition. Â NOTE 2: GOING CONCERN Â The accompanying condensed consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has not generated profits since inception, has sustained net losses of $7,735,453 and $6,528,082 for the nine months ended September 30, 2024 and 2023, respectively, and has incurred negative cash flows from operations for the nine months ended September 30, 2024 and 2023. The Company has historically lacked liquidity to satisfy obligations as they come due and as of September 30, 2024, and the Company had a working capital deficit of $16,044,544. These factors, among others, arise substantial doubt about the Companyâ€™s ability to continue as a going concern. The Company expects to continue to generate operating losses for the foreseeable future. The accompanying consolidated financial statements do not include any adjustments as a result of this uncertainty. Â The Companyâ€™s ability to continue as a going concern for the next 12 months from the date the financial statements were available to be issued is dependent upon its ability to generate sufficient cash flows from operations to meet its obligations, which it has not been able to accomplish to date, and/or to obtain additional capital financing. Through the date the financial statements were available to be issued, the Company has been primarily financed through the issuance of capital stock and debt. In the event that the Company cannot generate sufficient revenue to sustain its operations, the Company will need to reduce expenses or obtain financing through the sale of debt and/or equity securities. The issuance of additional equity would result in dilution to existing shareholders. If the Company is unable to obtain additional funds when they are needed or if such funds cannot be obtained on terms acceptable to the Company, the Company would be unable to execute upon the business plan or pay costs and expenses as they are incurred, which would have a material, adverse effect on the business, financial condition and results of operations. No assurance can be given that the Company will be successful in these efforts. Â 8 Table of Contents Â NOTE 3: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES Â Basis of Presentation Â The accounting and reporting policies of the Company conform to accounting principles generally accepted in the United States of America (â€œGAAPâ€). Â Reverse Stock Split Â On

August 21, 2023, the Board of Directors approved a one-for-25 reverse stock split of its issued and outstanding shares of common stock and a proportional adjustment to the existing conversion ratios for each series of the Companyâ€™s preferred stock. The reverse stock split became effective as of August 22, 2023. Accordingly, all share and per share amounts for all periods presented in the accompanying consolidated financial statements and notes thereto have been adjusted retroactively, where applicable, to reflect this reverse stock split and adjustment of the preferred stock conversion ratios. Â Unaudited Interim Financial Information Â The accompanying unaudited condensed consolidated balance sheet as of September 30, 2024, the unaudited condensed consolidated statements of operations for the three and nine months ended September 30, 2024, and 2023 and of cash flows for the nine months ended September 30, 2024 and 2023 have been prepared by the Company, pursuant to the rules and regulations of the SEC for the interim financial statements. Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to rules and regulations. However, the Company believes that the disclosures are adequate to make the information presented not misleading. The unaudited interim consolidated financial statements have been prepared on a basis consistent with the audited consolidated financial statements and in the opinion of management, reflect all adjustments, consisting of only normal recurring adjustments, necessary for the fair presentation of the consolidated results for the interim periods presented and of the consolidated financial condition as of the date of the interim consolidated balance sheet. The results of operations are not necessarily indicative of the results expected for the year ended December 31, 2024. Â The accompanying unaudited interim condensed consolidated financial statements should be read in conjunction with the Companyâ€™s audited consolidated financial statements and the notes thereto for the year ended December 31, 2023 included in the Companyâ€™s Annual Form 10-K filed with SEC on April 15, 2024. Â Principles of Consolidation Â These condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries Bailey, and Stateside from the dates of acquisition. All inter-company transactions and balances have been eliminated on consolidation. Â Discontinued Operations Â Certain prior year accounts have been reclassified to conform with current year presentation regarding income (loss) from discontinued operations. Â Use of Estimates Â The preparation of the Companyâ€™s financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Significant estimates and assumptions reflected in these financial statements include, but are not limited to, inventory, impairment of long-lived assets, contingent consideration and derivative liabilities. The Company bases its estimates on historical experience, known trends and other market-specific or other relevant factors that it believes to be reasonable under the circumstances. On an ongoing basis, management evaluates its estimates when there are changes in circumstances, facts and experience. Changes in estimates are recorded in the period in which they become known. Actual results could differ from those estimates. Â 9 Table of Contents Â Cash and Equivalents and Concentration of Credit Risk Â The Company considers all highly liquid securities with an original maturity of less than six months to be cash equivalents. As of September 30,2024, and December 31, 2023, the Company did not hold any cash equivalents. The Companyâ€™s cash and cash equivalents in bank deposit accounts, at times, may exceed federally insured limits of $250,000. Â Fair Value of Financial Instruments Â The Companyâ€™s financial instruments consist of cash and cash equivalents, prepaid expenses, accounts payable, accrued expenses, due to related parties, related party note payable, and convertible debt. The carrying value of these assets and liabilities is representative of their fair market value, due to the short maturity of these instruments. Â Accounts Receivable and Expected Credit Loss Â We carry our accounts receivable at invoiced amounts less allowances for customer credit losses and other deductions to present the net amount expected to be collected on the financial asset. All receivables are expected to be collected within one year of the consolidated balance sheet. We do not accrue interest on the trade receivables. Management evaluates the ability to collect accounts receivable based on a combination of factors. Receivables are determined to be past due based on individual credit terms. An allowance for credit losses is maintained based on the length of time receivables are past due, historical collections, or the status of a customerâ€™s financial position. Receivables are written off in the year deemed uncollectible after efforts to collect the receivables have proven unsuccessful. We do not have any off-balance sheet credit exposure related to our customers. Â We periodically review accounts receivable, estimate an allowance for bad debts, and simultaneously record the appropriate expense in the statement of operations. Such estimates are based on general economic conditions, the financial conditions of customers, and the amount and age of past due accounts. Past due accounts are written off against that allowance only after all collection attempts have been exhausted and the prospects for recovery are remote. Recoveries of accounts receivable previously written off are recorded as income when received. The Company provides credit to its customers in the normal course of business and has established credit evaluation and monitoring processes to mitigate credit risk. Â As of September 30, 2024, and December 31, 2023, the Company determined an allowance for credit losses of $51,552 and $41,854, respectively. Â Inventory Â Inventory is stated at the lower of cost or net realizable value and accounted for using the weighted average cost method for DSTLD and first-in, first-out method for Bailey, Stateside and Sundry. The inventory balances as of September 30, 2024 and December 31, 2023 consist substantially of finished good products purchased or produced for resale, as well as any raw materials the Company purchased to modify the products and work in progress. Â Inventory consisted of the following: Â SCHEDULE OF INVENTORY Â Â September 30,Â Â December 31,Â Â Â 2024Â Â 2023Â Raw materialsÂ $722,963Â Â $695,580Â Work in processÂ Â 608,432Â Â Â 585,387Â Finished goodsÂ Â 3,709,123Â Â Â 3,568,633Â InventoryÂ $5,040,518Â Â $4,849,600Â Â Goodwill Â Goodwill and identifiable intangible assets that have indefinite useful lives are not amortized, but instead are tested annually for impairment and upon the occurrence of certain events or substantive changes in circumstances. The annual goodwill impairment test allows for the option to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. An entity may choose to perform the qualitative assessment on none, some or all of its reporting units or an entity may bypass the qualitative assessment for any reporting unit and proceed directly to step one of the quantitative impairment test. If it is determined, on the basis of qualitative factors, that the fair value of a reporting unit is, more likely than not, less than its carrying value, the quantitative impairment test is required. Â 10 Table of Contents Â Annual Impairment Â At December 31, 2023, management determined that certain events and circumstances occurred that indicated that the carrying value of the Companyâ€™s brand name assets, and the carrying amount of the reporting units, pertaining to Bailey44, Stateside and Sundry may not be recoverable. The qualitative assessment was primarily due to reduced or stagnant revenues of both entities as compared to the Companyâ€™s initial projections at the time of each respective acquisition, as well as the entitiesâ€™ liabilities in excess of assets. Upon the quantitative analysis performed, the Company determined that the fair value of the intangible assets and reporting units were greater than the respective carrying values. As such, no impairment was recorded. The Company utilized the enterprise value approach in the impairment tests of each reporting unit in 2023. Â At September 30, 2024, management determined that indicators of impairment existed with regards to the Bailey44 reporting unit. The qualitative assessment was primarily due to reduced revenues of Bailey44 as compared to the Companyâ€™s projections, as well as the entityâ€™ liabilities in excess of assets. As such, the Company recorded an impairment to intangible assets of $600,000. Â Net Loss per Share Â Net earnings or loss per share is computed by dividing net income or loss by the weighted-average number of common shares outstanding during the period, excluding shares subject to redemption or forfeiture. The Company presents basic and diluted net earnings or loss per share. Diluted net earnings or loss per share reflect the actual weighted average of common shares issued and outstanding during the period, adjusted for potentially dilutive securities outstanding. Potentially dilutive securities are excluded from the computation of the diluted net loss per share if their inclusion would be anti-dilutive. As all potentially dilutive securities are anti-dilutive as of September 30, 2024 and 2023, diluted net loss per share is the same as basic net loss per share for each year. Potentially dilutive items outstanding as of September 30, 2024 and 2023 are as follows: Â SCHEDULE OF POTENTIALLY DILUTIVE ITEMS OUTSTANDING Â Â 2024Â Â 2023Â Â Â September 30,Â Â Â 2024Â Â 2023Â Series A convertible preferred stockÂ Â 27,097Â Â Â 27,097Â Series C convertible preferred stockÂ Â 74,949Â Â Â 321,394Â Common stock warrantsÂ Â 2,285,051Â Â Â 237,746Â Stock optionsÂ Â 1,566Â Â Â 1,558Â Total potentially dilutive sharesÂ Â 2,388,663Â Â Â 587,795Â Â The stock options and warrants above are out-of-the-money as of September 30, 2024 and 2023. Â Recent Accounting Pronouncements Â In January 2024, the Company adopted ASU 2020-06, Debtâ€"Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedgingâ€" Contracts in Entityâ€™s Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entityâ€™s Own Equity: This ASU addresses the complexity of certain guidance for convertible instruments and contracts in an entityâ€™s own equity. The ASU is effective for public business entities that meet the definition of an SEC filer, excluding entities eligible to be smaller reporting companies as defined by the SEC, for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. For all other entities, the ASU will be effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. The ASU did not have a material impact on the consolidated financial statements. Â Management does not believe that any other recently issued, but not yet effective, accounting standards could have a material effect on the accompanying financial statements. As new accounting pronouncements are issued, the Company will adopt those that are applicable under the circumstances. Â The following accounting pronouncements have been issued as of May 20, 2024 but are not yet effective and may affect the future financial reporting by the Company: Â â— ASU 2022-03, Fair Value Measurement (Topic 820): Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions: The ASU is intended to clarify the guidance when measuring the fair value of an equity security subject to contractual restrictions that prohibit the sale of the security. For public business entities, the amendments in ASU 2022- 03 are effective for fiscal years beginning after December 15, 2023, and interim periods within those fiscal years. For all other entities, the ASU is effective for fiscal years beginning after December 15, 2024, and interim periods within those fiscal years. Â 11 Table of Contents Â NOTE 4: DUE FROM FACTOR Â Due to/from factor consist of the following: Â SCHEDULE OF DUE TO/ FROM FACTOR Â Â September 30,Â Â December 31,Â Â Â 2024Â Â 2023Â Outstanding receivables:Â Â Â Â Â Â Â Without recourseÂ $916,045Â Â $808,233Â With recourseÂ Â 18,994Â Â Â 99,055Â Matured funds and depositsÂ Â 55,043Â Â Â 65,321Â AdvancesÂ Â (551,813)Â Â (483,187) Credits due customersÂ Â â€"Â Â Â (151,611) Due from factor, netÂ $438,269Â Â $337,811Â Â NOTE 5: GOODWILL AND INTANGIBLE ASSETS Â The following is a summary of goodwill attributable to each business combination: Â SCHEDULE OF GOODWILL ATTRIBUTABLE TO EACH BUSINESS COMBINATION Â Â September 30,Â Â December 31Â Â Â 2024Â Â 2023Â BaileyÂ $3,158,123Â Â $3,158,123Â StatesideÂ Â 2,104,056Â Â Â 2,104,056Â SundryÂ Â 3,711,322Â Â Â 3,711,322Â GoodwillÂ $8,973,501Â Â $8,973,501Â Â The following table summarizes information relating to the Companyâ€™s identifiable intangible assets as of September 30, 2024: Â SCHEDULE OF INFORMATION RELATING TO THE COMPANYâ€™S IDENTIFIABLE INTANGIBLE ASSETS Â Â GrossÂ Â AccumulatedÂ Â CarryingÂ Â Â AmountÂ Â AmortizationÂ Â ValueÂ Amortized:Â Â Â Â Â Â Â Â Â Â Customer relationshipsÂ $8,634,560Â Â $(6,551,861)Â $2,082,699Â Â Â $8,634,560Â Â $(6,551,861)Â $2,082,699Â Â Â Â Â Â Â Â Â Â Â Â Indefinite-lived:Â Â Â Â Â Â Â Â Â Â Brand nameÂ Â 5,241,880Â Â Â â€"Â Â Â 5,241,880Â Â Â $13,876,440Â Â $(6,551,861)Â $7,324,579Â Â At September 30, 2024, management determined that indicators of impairment existed with regards to the Bailey44 reporting unit. The qualitative assessment was primarily due to reduced revenues of Bailey44 as compared to the Companyâ€™s projections, as well as the entityâ€™ liabilities in excess of assets. As such, the Company recorded an impairment to the brand name intangible asset of $600,000. Â The Company recorded amortization expense of $618,543 and $719,547 during the three months ended September 30,2024 and 2023, and $2,057,637 and $2,478,824 during the nine months ended September 30, 2024 and 2023, respectively, which is included in general and administrative expenses in the consolidated statements of operations. Â NOTE 6: LIABILITIES AND DEBT Â Accrued Expenses and Other Liabilities Â The Company accrued expenses and other liabilities line in the consolidated balance sheets is comprised of the following as of September 30, 2024, and December 31, 2023: Â SCHEDULE OF ACCRUED EXPENSES AND OTHER LIABILITIES Â Â September 30,Â Â December 31,Â Â Â 2024Â Â 2023Â Accrued expensesÂ $733,865Â Â $617,374Â Payroll related liabilitiesÂ Â 4,224,259Â Â Â 3,895,640Â Sales tax liabilityÂ Â 178,960Â Â Â 145,545Â Other liabilitiesÂ Â 99,353Â Â Â 99,933Â Accrued expenses and other liabilities, TotalÂ $5,236,437Â Â $4,758,492Â Â 12 Table of Contents Â Convertible Debt Â As of September 30, 2024 and December 31, 2023 there was $100,000 remaining in outstanding principal that was not converted into equity. Â Target Capital Convertible Promissory Note Â On April 30, 2024, the Company issued a convertible promissory note in the original principal amount of $250,000 (the â€œNoteâ€) to Target Capital 1 LLC, an Arizona limited liability company (the â€œNote Holderâ€), with a maturity date of April 30, 2025 (the â€œMaturity Dateâ€). Pursuant to the terms of the Note, the Company agreed to pay the principal sum and a one-time interest charge of $50,000 to the Note Holder. In May 2024, the Company fully repaid the Note Holder $300,000, including the principal and interest. The Company also will issue 50,000 shares of common stock to the Note Holder as commitment shares. As the shares have not been issued as of September 30, 2024, the fair value of $141,000 is included in accrued liabilities on the consolidated balance sheet. Â Loan Payable â€" PPP and SBA Loan Â In April 2022, there was a partial forgiveness of Baileyâ€™s first PPP Loan totaling $413,705. As of September 30, 2024 and December 31, 2023, Bailey had an outstanding PPP Loan balance of $933,295, which matures in 2026. Â Merchant Advances Â Future Sales Receipts Â In 2022 and 2023, the Company obtained several merchant advances. These advances are, for the most part, secured by expected future sales transactions of the Company with expected payments on a weekly basis. The Company made total cash repayments, pertaining to principal and interest, of $1,547,182 for the nine months ending September 30, 2024. Â The following is a summary of the merchant advances as of September 30, 2024, and December 31, 2023: Â SCHEDULE OF MERCHANT ADVANCES Â Â September 30,Â Â December 31,Â Â Â 2024Â Â 2023Â PrincipalÂ $2,347,564Â Â $2,960,946Â Less: unamortized debt discountÂ Â (550,183)Â Â (1,966,881) Merchant cash advances, netÂ $1,797,381Â Â $994,065Â Â The unamortized debt discount of $550,183 will be amortized to interest expense over the expected remaining terms of the agreements through the fourth quarter of 2024. During the nine months ended September 30, 2024, the Company recorded $1,781,972 in interest expense pertaining to these advances. Â Other Â The Company has outstanding merchant advances with Shopify Capital. During the three months ending September 2024, the Company made repayments of $3,850. As of September 30, 2024, the remaining principal outstanding was $12,832. These advances are, for the most part, secured by expected future sales transactions of the Company with expected payments on a daily basis. Â The Company also had outstanding merchant advances with Gynger, Inc. In May 2024, the Company converted the outstanding principal and accrued interest of $313,816 owed to Gynger for 106,020 shares of common stock. Â 13 Table of Contents Â Promissory Note Payable Â As of September 30, 2024, and December 31, 2023, the outstanding principal on the note to the sellers of Bailey was $3,500,000. On July 5, 2023, the parties agreed to extend the maturity date to June 30, 2024. Interest expense was $105,000 and $105,000 for the three months ended September 30, 2024 and 2023 and $315,000 and $315,000 for the nine months ended September 30, 2024 and 2023, all respectively, which was accrued and unpaid as of September 30, 2024. The aforesaid mentioned Promissory note are in default as of September 30 2024. Â In March 2023, the Company and various purchasers executed a Securities Purchase Agreement (â€œMarch 2023 Notesâ€) whereby the investors purchased from the Company promissory notes in the aggregate principal amount of $2,458,750, consisting of original issue discount of $608,750. The Company received net proceeds of $1,850,000 after additional fees. The March 2023 Notes are due and payable on September 30, 2023 (the â€œMaturity Dateâ€). If the Company completes a debt or equity financing of less than $7,500,000, the Company is required to repay 50% of the remaining balance of the March 2023 Notes. Following such 50% repayment, the Company must also use any proceeds from any subsequent debt or equity financing to repay the March 2023 Notes. Upon the closing of any debt or equity financing of $7,500,000 or greater, the Company is required to repay 100% of the Notes with no penalties. There is no additional interest after the 20% original interest discount. Upon the Companyâ€™s equity financing in September 2023, the Company repaid an aggregate $1,247,232 principal to the respective noteholders. The Company recognized a debt discount of $608,750, which was fully amortized through December 31, 2023. The notes contain certain conversion provisions upon an event of default. Â In May 2024, the Company repaid $500,000 of these notes. The parties mutually extended the maturity date to November 4, 2024 and acknowledged that the default provisions had not been triggered. The amount was fully repaid on November 4, 2024. During the nine months ended September 30, 2024, the Company fully amortized the debt discount pertaining to these notes. Â The following is a summary of promissory notes payable, net: Â SCHEDULE OF PROMISSORY NOTES PAYABLE, NET Â Â September 30,Â Â December 31,Â Â Â 2024Â Â 2023Â Bailey NoteÂ $3,500,000Â Â $3,500,000Â March 2023 Notes â€" principalÂ Â 1,230,740Â Â Â 1,730,740Â Notes â€" principalÂ Â 1,230,740Â Â Â 1,730,740Â March 2023 Notes - unamortized debt discountÂ Â -Â Â Â (346,148) Promissory note payable, netÂ $4,730,740Â Â $4,884,592Â Â NOTE 7: STOCKHOLDERSâ€™ DEFICIT Â Amendments to Certificate of Incorporation Â On August 21, 2023, the Board of Directors approved a one-for-25 reverse stock split of its issued and outstanding shares of common stock and a proportional adjustment to the existing conversion ratios for each series of the Companyâ€™s preferred stock. The reverse stock split became effective as of August 22, 2023. Accordingly, all share and per share amounts for all periods presented in the accompanying consolidated financial statements and notes thereto have been adjusted retroactively, where applicable, to reflect this reverse stock split and adjustment of the preferred stock conversion ratios. Â Common Stock Â The Company had 1,000,000,000 shares of common stock authorized with a par value of $0.0001 as of September 30, 2024. Â Common stockholders have voting rights of one vote per share. The voting, dividend, and liquidation rights of the holders of common stock are subject to and qualified by the rights, powers, and preferences of preferred stockholders. Â 14 Table of Contents Â 2024 Transactions Â During the nine months ended September 30, 2024, the Company issued 1,200,593 shares of common stock pursuant to an At-The-Market Offering Agreement for an at-the-market offering (the â€œATM Agreementâ€) with H.C. Wainwright & Co., LLC, as sales agent (â€œWainwrightâ€). The Company received net proceeds of $2,478,719 pursuant to the ATM Agreement. Â During the nine months ended September 30, 2024, the Company issued an aggregate of 129,110 shares of common stock pursuant to services and conversion of accounts payable totaling a fair value of $312,634. Â During the nine months ended September 30, 3,442 shares of Series C Convertible Preferred Stock converted into 192,027 shares of common stock. Â As previously reported, the Company entered into a securities purchase agreement with an accredited investor (the â€œInvestorâ€), pursuant to which the Company issued on September 5, 2023 those certain Series A warrants to purchase 513,875 shares of common stock and Series B warrants to purchase 513,875 shares of common stock (collectively, the â€œExisting Warrantsâ€), amongst other securities. Â On May 3, 2024, the Company entered into that certain inducement offer to exercise common stock purchase warrants with the Investor (the â€œInducement Agreementâ€), pursuant to which (i) the Company agreed to lower the exercise price of the Existing Warrants to $3.13 per share and (ii) the Investor agreed to exercise the Existing Warrants into 1,027,750 shares of common stock (the â€œExercise Sharesâ€) by payment of the aggregate exercise price of $3,216,857.50 (gross proceeds before expenses, including but not limited to fees to H.C. Wainwright & Co., LLC (the â€œPlacement Agentâ€), the exclusive placement agent in connection therewith). The closing occurred on May 7, 2024. Through September 30, 2024, the Company had exercised 378,750 of the 1,027,750 warrants at the amended exercise price of $3.13 per share. The Company received the entire gross proceeds of $3,216,857 in May 2024, which represents the exercise of the entire 1,027,750 warrants at the $3.13 exercise price. The Company received net proceeds of $2,877,475 after placement agent fees and expenses. The Company also exercised 649,000 warrants which were prefunded through PIPE offerings in the third quarter of 2023. Â In May 2024, the Company converted the outstanding principal and accrued interest of $313,816 owed to Gynger for 106,020 shares of common stock. Â Series A Convertible Preferred Stock Â On September 29, 2022, the Company filed the Certificate of Designation designating up to 6,800 shares out of the authorized but unissued shares of its preferred stock as Series A Convertible Preferred Stock. Â Except for stock dividends or distributions for which adjustments are to be made pursuant to the Certificate of Designation, the holders of the Series A Preferred Stock (the â€œHoldersâ€) shall be entitled to receive, and the Company shall pay, dividends on shares of the Series A Preferred Stock equal (on an as-if-converted-to-Common-Stock basis) to 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. No other dividends shall be paid on shares of the Series A Preferred Stock. Â With respect to any vote with the class of Common Stock, each share of the Series A Preferred Stock shall entitle the Holder thereof to cast that number of votes per share as is equal to the number of shares of Common Stock into which it is then convertible. Â The Series A Preferred Stock shall rank (i) senior to all of the Common Stock; (ii) senior to any class or series of capital stock of the Company hereafter created specifically ranking by its terms junior to any Preferred Stock (â€œJunior Securitiesâ€); (iii) on parity with any class or series of capital stock of the Corporation created specifically ranking by its terms on parity with the Preferred Stock (â€œParity Securitiesâ€); and (iv) junior to any class or series of capital stock of the Company hereafter created specifically ranking by its terms senior to any Preferred Stock (â€œSenior Securitiesâ€), in each case, as to dividends or distributions of assets upon liquidation, dissolution or winding up of the Company, whether voluntarily or involuntarily. Â Each share of the Series A Preferred Stock shall be convertible, at any time and from time to time from and after September 29, 2022 at the option of the Holder thereof, into that number of shares of Common Stock determined by dividing the Stated Value of such share of the Series A Preferred Stock ($1,000 as of September 29, 2022) by the Conversion Price. The conversion price for each share of the Series A Preferred Stock is the closing price of the Common Stock on September 29, 2022, which was $9.30. Â As of September30, 2024 and December 31, 2023, there were 6,300 shares of Series A Convertible Preferred Stock issued and outstanding. Â 15 Table of Contents Â Series C Convertible Preferred Stock Â On June 21, 2023, the Company, on the one hand, and Moise Emquies, George Levy, Matthieu Leblan, Carol Ann Emquies, Jenny Murphy and Elodie Crichi (collectively, the â€œSundry Investorsâ€), on the other hand, executed a Securities Purchase Agreement (the â€œSundry SPAâ€) whereby the Company issued 5,761 shares of Series C Convertible Preferred Stock, par value $0.0001 per share (the â€œSeries C Preferred Stockâ€) to the Sundry Investors at a purchase price of $1,000 per share. The Series C Preferred Stock is convertible into a number of shares of the Companyâ€™s Common Stock equal to $1,000 divided by an initial conversion price of $0.717 which represents the lower of (i) the closing price per share of the Common Stock as reported on the Nasdaq on June 20, 2023, and (ii) the average closing price per share of Common Stock as reported on the Nasdaq for the five trading days preceding June 21, 2023. The shares of Series C Preferred Stock were issued in consideration for the cancellation of certain promissory notes issued by the Company to the Sundry Investors dated December 30, 2022 (the â€œSundry Loan Documentsâ€). The following is a summary of the rights and preferences of the Series C Convertible Preferred Stock. Â On June 21, 2023, the Company filed the Certificate of Designation with the Secretary of State for the State of Delaware designating up to 5,761 shares out of the authorized but unissued shares of its preferred stock as Series C Convertible Preferred Stock. The following is a summary of the principal terms of the Series C Preferred Stock. Â Except for stock dividends or distributions for which adjustments are to be made pursuant to the Certificate of Designation, the holders of the Series C Preferred Stock (the â€œSeries C Holdersâ€) shall be entitled to receive, and the Company shall pay, dividends on shares of the Series C Preferred Stock equal (on an as-if-converted-to-Common-Stock basis) to 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. No other dividends shall be paid on shares of the Series C Preferred Stock. Â The Series C Holders are entitled to vote as a class as expressly provided in the Certificate of Designation. The Series C Holders are also entitled to vote with the holders of shares of Common Stock, voting together as one class, on all matters in which the Series C Holders are permitted to vote with the class of shares of Common Stock. Â With respect to any vote with the class of Common Stock, each share of the Series C Preferred Stock shall entitle the Holder thereof to cast that number of votes per share as is equal to the number of shares of Common Stock into which it is then convertible (subject to the ownership limitations specified in the Certificate of Designation) using the record date for determining the stockholders of the Company eligible to vote on such matters as the date as of which the conversion price is calculated. Â The Series C Preferred Stock shall rank (i) senior to all of the Common Stock; (ii) senior to Junior Securities; (iii) on parity with Parity Securities; and (iv) junior to Senior Securities, in each case, as to dividends or distributions of assets upon liquidation, dissolution or winding up of the Company, whether voluntarily or involuntarily. Subject to any superior liquidation rights of the holders of any Senior Securities of the Company and the rights of the Companyâ€™s existing and future creditors, upon a Liquidation, each Holder shall be entitled to be paid out of the assets of the Company legally available for distribution to stockholders, prior and in preference to any distribution of any of the assets or surplus funds of the Company to the holders of the Common Stock and Junior Securities and pari passu with any distribution to the holders of Parity Securities, an amount equal to the Stated Value (as defined in the Certificate of Designation) for each share of the Series C Preferred Stock held by such Holder and an amount equal to any accrued and unpaid dividends thereon, and thereafter the Series C Holders shall be entitled to receive out of the assets, whether capital or surplus, of the Company the same amount that a holder of Common Stock would receive if the Series C Preferred Stock were fully converted (disregarding for such purposes any conversion limitations hereunder) to Common Stock which amounts shall be paid pari passu with all holders of Common Stock. Â Each share of the Series C Preferred Stock shall be convertible, at any time and from time to time from and after June 21, 2023 at the option of the Holder thereof, into that number of shares of Common Stock determined by dividing the Stated Value of such share of the Series C Preferred Stock ($1,000 as of June 21, 2023) by the Conversion Price. The conversion price for each share of the Series C Preferred Stock is $0.717, which is the lower of (a) the closing price per share of the Common Stock as reported on the NasdaqCM on June 20, 2023 (the trading day before the date of the Sundry SPA), and (b) the average closing price per share of Common Stock as reported on the NasdaqCM for the five trading days preceding the date of the Sundry SPA, subject to adjustment herein (the â€œSeries C Conversion Priceâ€). Â The Company has the option to redeem any or all of the then outstanding Series C Preferred Stock at 112% of the then Stated Value any time after June 21, 2023 and so long as there is an effective Registration Statement covering the shares issuable upon conversion of the Series C Preferred Stock. Â In October 2023, 975 shares of Series C Convertible Preferred Stock converted into 54,394 shares of common stock. Â During the nine months ended September 30, 2024, 3,442 shares of Series C Convertible Preferred Stock converted into 192,027 shares of common stock. Â 16 Table of Contents Â NOTE 8: RELATED PARTY TRANSACTIONS Â As of September 30, 2024 and December 31, 2023, amounts due to related parties were $426,921 and $400,012, respectively. The advances are unsecured, non-interest bearing and due on demand. Amounts due to related parties consist of current and former executives, and a board member. The related party balances are with a former officer, current director and the Chief Executive Officer. Â NOTE 9: SHARE-BASED PAYMENTS Â Common Stock Warrants Â A summary of information related to common stock warrants for the nine months ended September 30, 2024 is as follows: Â SUMMARY OF INFORMATION RELATED TO COMMON STOCK WARRANTS Â Â CommonÂ Â WeightedÂ Â Â StockÂ Â AverageÂ Â Â WarrantsÂ Â Exercise PriceÂ Outstanding - December 31, 2023Â Â 1,180,220Â Â $25.40Â GrantedÂ Â 2,132,581Â Â Â 2.92Â ExercisedÂ Â (1,027,750)Â Â 3.13Â ForfeitedÂ Â -Â Â Â -Â Outstanding - September 30, 2024Â Â 2,285,051Â Â $11.60Â Â Â Â Â Â Â Â Â Â Exercisable at December 31, 2023Â Â 1,180,220Â Â $25.40Â Exercisable at September 30, 2024Â Â 2,285,051Â Â $11.60Â Â Stock Options Â As of September 30, 2024 and December 31, 2023, the Company had 1,566 stock options outstanding with a weighted average exercise price of $9,050 per share. Â Stock-based compensation expense of $1,061 and $101,417 was recognized for the three months ended September 30, 2024 and 2023, respectively and $169,261 and $308,511 was recognized for the nine months ended September 30, 2024 and 2023. During the nine months ended September 30, 2024 and 2023, $23,998 and $43,197 was recorded to sales and marketing expense, and all other stock compensation was included in general and administrative expense in the condensed consolidated statements of operations. Total unrecognized compensation cost related to non-vested stock option awards as of September 30, 2024 amounted to $353 and will be recognized over a weighted average period of 0.03 years. Â NOTE 10: LEASE OBLIGATIONS Â Rent is classified by function on the consolidated statements of operations either as general and administrative, sales and marketing, or cost of revenue. Â The Company determines whether an arrangement is or contains a lease at inception by evaluating potential lease agreements including services and operating agreements to determine whether an identified asset exists that the Company controls over the term of the arrangement. Lease commencement is determined to be when the lessor provides access to, and the right to control, the identified asset. Â The rental payments for the Companyâ€™s leases are typically structured as either fixed or variable payments. Fixed rent payments include stated minimum rent and stated minimum rent with stated increases. The Company considers lease payments that cannot be predicted with reasonable certainty upon lease commencement to be variable lease payments, which are recorded as incurred each period and are excluded from the calculation of lease liabilities. Â 17 Table of Contents Â Management uses judgment in determining lease classification, including determination of the economic life and the fair market value of the identified asset. The fair market value of the identified asset is generally estimated based on comparable market data provided by third-party sources. Â In January 2023, the Company entered into a lease agreement extension for its corporate office and distribution center in Vernon, California that expires on January 31, 2025. The lease has monthly base rent payments of $12,000. The Company recognized a right of use asset of $31,597 and lease liability of $170,002 using a discount rate of 10.0%. Â In September 2023, the Company entered into a lease agreement extension for a showroom space in Los Angeles, California that commences in March 2023 which expired in September 2024. The lease had a monthly base rent of $25,000. The Company initially recognized a right of use asset of $658,091 and lease liability of $1,040,812 using a discount rate of 10.0%. Â In April 2024, the Company entered into a lease agreement extension for a retail outlet space in Allen, Texas that commences in April 2024 and expires in April 2027. The lease has a monthly base rent of $13,261. The Company recognized a right of use asset of $425,634 and lease liability of $425,634, using a discount rate of 10.0%. Â The following is a summary of operating lease assets and liabilities: Â SUMMARY OF OPERATING LEASE ASSETS AND LIABILITIES Â Â September 30,Â Â December 31,Â Operating leasesÂ 2024Â Â 2023Â Â Â Â Â Â Â Â AssetsÂ Â Â Â Â Â Â Â ROU operating lease assetsÂ $365,246Â Â $689,688Â Â Â Â Â Â Â Â Â Â LiabilitiesÂ Â Â Â Â Â Â Â Current portion of operating leaseÂ Â 899,726Â Â Â 1,210,814Â Non Current portion of lease liabilityÂ Â 313,723Â Â Â -Â Total operating lease liabilitiesÂ $1,213,449Â Â $1,210,814Â Â Operating leasesÂ September 30, 2024Â Â December 31, 2023Â Â Â Â Â Â Â Â Weighted average remaining lease term (years)Â Â 0.75Â Â Â 1.00Â Weighted average discount rateÂ Â 10.00%Â Â 10.00% Â SUMMARY OF OPERATING LEASE OBLIGATIONSÂ Â Â September 30, 2024Â Future minimum paymentsÂ $1,282,975Â Less imputed interestÂ Â (69,526) Total lease obligationsÂ $1,213,449Â Â NOTE 11: CONTINGENCIES Â We are currently involved in, and may in the future be involved in, legal proceedings, claims, and government investigations in the ordinary course of business. These include proceedings, claims, and investigations relating to, among other things, regulatory matters, commercial matters, intellectual property, competition, tax, employment, pricing, discrimination, consumer rights, personal injury, and property rights. These matters also include the following: Â On March 21, 2023, a vendor filed a lawsuit against Digital Brands Group related to trade payables totaling approximately $43,501. Such amounts include interest due, and are included in accounts payable, net of payments made to date, in the accompanying consolidated balance sheets. The Company does not believe it is probable that the losses in excess of such trade payables will be incurred. Â On February 7, 2023, a vendor filed a lawsuit against Digital Brands Group related to trade payables totaling approximately $182,400. Such amounts include interest due, and are included in accounts payable, net of payments made to date, in the accompanying consolidated balance sheets. The Company settled for $250,000 in October 2024, which included additional legal costs. Â In August 2020 and March 2021, two lawsuits were filed against Baileyâ€™s by third-partyâ€™s related to prior services rendered. The claims (including fines, fees, and legal expenses) total an aggregate of $96,900. Both matters were settled in February 2022 and are on payment plans which will be paid off in the second quarter of 2025. Â On December 21, 2020, a Company investor filed a lawsuit against DBG for reimbursement of their investment totaling $100,000. Claimed amounts are included in short-term convertible note payable in the accompanying consolidated balance sheets and the Company does not believe it is probable that losses in excess of such short-term note payable will be incurred. The Company is actively working to resolve this matter. Â On November 16, 2023 a vendor filed a lawsuit against Digital Brands Group related to trade payables totaling approximately $345,384, which represents past due fees and late fees. Such amounts are included in the accompanying balance sheets. The Company does not believe it is probable that the losses in excess of such pay trade payables will be incurred. Â On November 15, 2023 a vendor filed a lawsuit against Digital Brands Group related to trade payables totaling approximately $582,208, which represents â€œdouble damages. The amount due to the vendor is $292,604. Such amounts are included in the accompanying balance sheets. The Company does not believe it is probable that the losses in excess of such pay trade payables will be incurred. Â On December 21, 2023, a former employee from over two years ago filed a wrongful termination lawsuit against the Company. The Company is disputing this claim. To this point, this same law firm recently sent a demand letter for another wrongful termination of a temporary worker we used from a third party placement agency. This person was not a Company employee at any time. Â A vendor filed a lawsuit against Bailey 44 related to a retail store lease in the amount of $1.5 million. The Company is disputing the claim for damages and the matter is ongoing. The vendor has recently updated the claim to now be $450,968 after signing a long-term lease with another brand for this location. The Company is disputing this new amount after review of the lease. Â All claims above, to the extent management believes it will be liable, have been included in accounts payable and accrued expenses and other liabilities in the accompanying consolidated balance sheet as of September 30, 2024. Â Depending on the nature of the proceeding, claim, or investigation, we may be subject to monetary damage awards, fines, penalties, or injunctive orders. Furthermore, the outcome of these matters could materially adversely affect our business, results of operations, and financial condition. The outcomes of legal proceedings, claims, and government investigations are inherently unpredictable and subject to significant judgment to determine the likelihood and amount of loss related to such matters. While it is not possible to determine the outcomes, we believe based on our current knowledge that the resolution of all such pending matters will not, either individually or in the aggregate, have a material adverse effect on our business, results of operations, cash flows, or financial condition. Â Except as may be set forth above the Company is not a party to any legal proceedings, and the Company is not aware of any claims or actions pending or threatened against us. In the future, the Company might from time to time become involved in litigation relating to claims arising from its ordinary course of business, the resolution of which the Company does not anticipate would have a material adverse impact on our financial position, results of operations or cash flows. Â 18 Table of Contents Â NOTE 12: SUBSEQUENT EVENTS Â As previously reported, the Company and various purchasers (the â€œInvestorsâ€) executed a securities purchase agreement (the â€œSPAâ€) on or around April 7, 2023, whereby the Investors purchased from the Company promissory notes in the aggregate principal amount of approximately $2,500,000 (the â€œOriginal Notesâ€), and the remaining balances of such Original Notes as of October 1, 2023, were exchanged by the Investors for replacement promissory notes issued on October 1, 2023, in the aggregate principal amount of approximately $1,789,668.37 (the â€œExchange Notesâ€). In addition, as previously reported, the Company entered into settlement agreements with the Investors (each a â€œSettlement Agreementâ€) on May 24, 2024, pursuant to which the Company agreed to pay aggregate cash payments equal to $1,789,668.37 to extinguish all obligations and claims under the SPA, Original Notes, and Exchange Notes, as follows: (i) $500,000.00 on or before May 28, 2024 and (ii) $1,289,668.37 on or before September 30, 2024 (the â€œFinal Paymentâ€). On October 3, 2024, the Company entered into amendments to each Settlement Agreement with the Investors (each an â€œAmendmentâ€), whereby the Final Payment due date was extended to October 31, 2024. On November 1, 2024, the Company entered into a second amendment to each Settlement Agreement with the Investors (each an â€œAmendmentâ€), whereby the Final Payment due date was extended to November 4, 2024. On November 4, 2024, the Company paid the Final Payment to extinguish all obligations and claims under the SPA, Original Notes, and Exchange Notes. Â Between October 3, 2024 and October 15, 2024, the Company issued 1,311,345 shares of the Companyâ€™s common stock (the â€œSharesâ€) to a certain note holder upon conversion of a portion of their promissory note originally issued by the Company on or around October 1, 2023 (the â€œNoteâ€). On October 16, 2024, the Company became aware that the issuance of the Shares was in error and not permitted under the terms of the Note due to the requirement thereunder that stockholder approval be obtained prior to the issuance of more than 19.9% of the Companyâ€™s pre-transaction shares outstanding upon conversion(s) of the Note, as referenced and specifically required under Nasdaq Listing Rule 5635(d). The Company then notified the note holder that the Shares must be returned to the Companyâ€™s transfer agent for cancellation. Accordingly, the note holder is in the process of returning the Shares to the Companyâ€™s transfer agent for cancellation. Upon cancellation of the Shares, the Companyâ€™s issued and outstanding common stock count will decrease by 1,311,345 shares. The Company is in communications with The Nasdaq Stock Market LLC regarding the aforementioned erroneous issuance of the Shares and subsequent remediation actions. Â On November 5, 2024, the Holder facilitated the cancellation of 1,311,345 shares of the Companyâ€™s common stock in accordance with the Companyâ€™s remediation plan. Â Completion of offering Common Stock and Pre-Funded Warrants Â On October 28, 2024, the Company entered into securities purchase agreements (the â€œPurchase Agreementsâ€) with certain accredited investors named therein (the â€œPurchasersâ€), pursuant to which the Company agreed to issue and sell, in a best efforts offering (the â€œOfferingâ€): (i) 6,233,650 shares of common stock (the â€œCommon Stockâ€), at a purchase price of $0.10 per share of Common Stock, and (ii) 24,109,350 pre-funded warrants (â€œPre-Funded Warrantsâ€) to purchase Common Stock, at a purchase price of $0.0999 per Pre-Funded Warrant, immediately exercisable at an exercise price of $0.0001 per share. The Purchase Agreement contains customary representations and warranties and agreements of the Company and the Purchasers and customary indemnification rights and obligations of the parties. The Offering closed on October 30, 2024. Â The Company offered Pre-Funded Warrants to those Purchasers whose purchase of Common Stock in the Offering would have resulted in the Purchaser, together with its affiliates and certain related parties, beneficially owning more than 4.99% (or at the election of the Purchaser, 9.99%) of our Common Stock immediately following the consummation of the Offering in lieu of the Common Stock that would otherwise result in ownership in excess of 4.99% (or at the election of the purchaser, 9.99%) of the outstanding Common Stock of the Company. The Pre-Funded Warrants may be exercised commencing on the issuance date and do not expire. The Pre-Funded Warrants are exercisable for cash; provided, however that they may be exercised on a cashless exercise basis if, at the time of exercise, there is no effective registration statement registering, or no current prospectus available for, the issuance or resale of the Common Stock issuable upon exercise of the Pre-Funded Warrants. Â The Common Stock, the Pre-Funded Warrants, and the Common Stock issuable upon exercise of the Pre-Funded Warrants were offered pursuant to a registration statement on Form S-1 as filed with the SEC on October 24, 2024, as amended, and was declared effective on October 28, 2024 (the â€œRegistration Statementâ€). Â RBW Capital Partners LLC, acting through Dominari Securities LLC (the â€œPlacement Agentâ€), acted as the exclusive placement agent for the Offering pursuant to a Placement Agency Agreement dated October 28, 2024 (the â€œPlacement Agency Agreementâ€) by and between the Company and the Placement Agent. Â The Offering resulted in gross proceeds to the Company of approximately $3,000,000, before deducting placement agent fees and commissions and other offering expenses, and excluding proceeds to the Company, if any, that may result from the future exercise of the Pre-Funded Warrants issued in the Offering. As compensation to the Placement Agent, as the exclusive placement agent in connection with the Offering, the Company paid to the Placement Agent a cash fee of 8.0% of the aggregate gross proceeds raised in the Offering, a non-accountable expense allowance of 1.0% of the aggregate gross proceeds raised in the Offering, reimbursement of up to $50,000 for expenses of legal counsel and other actual out-of-pocket expenses, and up to $15,950 for clearing agent closing costs. Â 19 Table of Contents Â ITEM 2. MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS Â The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the historical financial statements of the relevant entities and the pro forma financial statements and the notes thereto included elsewhere in this Form 10-Q. This discussion and analysis contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under â€œRisk Factorsâ€ and â€œCautionary Note Regarding Forward-Looking Statements.â€ Â Unless otherwise indicated by the context, references to â€œDBGâ€ refer to Digital Brands Group, Inc. solely, and references to the â€œCompany,â€ â€œour,â€ â€œwe,â€ â€œusâ€ and similar terms refer to Digital Brands Group, Inc., together with its wholly-owned subsidiaries Bailey 44, LLC (â€œBaileyâ€), MOSBEST, LLC (â€œStatesideâ€) and Sunnyside (â€œSundryâ€). Â Some of the statements contained in this discussion and analysis or set forth elsewhere in this Quarterly Report on Form 10-Q, including information with respect to our plans and strategy for our business, constitute forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We have based these forward-looking statements on our current expectations and projections about future events. The following information and any forward-looking statements should be considered in light of factors discussed elsewhere in this Quarterly Report on Form 10-Q, particularly including those risks identified in Part II-Item 1A â€œRisk Factorsâ€ and our other filings with the SEC. Â Our actual results and timing of certain events may differ materially from the results discussed, projected, anticipated, or indicated in any forward-looking statements. We caution you that forward-looking statements are not guarantees of future performance and that our actual results of operations, financial condition and liquidity, and the development of the industry in which we operate may differ materially from the forward-looking statements contained in this Quarterly Report on Form 10-Q. Statements made herein are as of the date of the filing of this Form 10-Q with the SEC and should not be relied upon as of any subsequent date. Even if our results of operations, financial condition and liquidity, and the development of the industry in which we operate are consistent with the forward-looking statements contained in this Quarterly Report on Form 10-Q, they may not be predictive of results or developments in future periods. We disclaim any obligation, except as specifically required by law and the rules of the SEC, to publicly update or revise any such statements to reflect any change in our expectations or in events, conditions or circumstances on which any such statements may be based or that may affect the likelihood that actual results will differ from those set forth in the forward-looking statements Â 20 Table of Contents Â Business Overview Â Recent Developments Â Nasdaq Listing Â On October 2, 2024, the Company received a letter from the Staff of Nasdaq notifying the Company that the Staff has determined to delist the Companyâ€™s common stock from Nasdaq at the opening of business on October 11, 2024, based on the Companyâ€™s failure to maintain a minimum bid price of $1 per share per Listing Rule 5550(a)(2), unless the Company requests an appeal of such determination by October 9, 2024. The Company submitted the appeal request to Nasdaq on October 9, 2024. Nasdaq granted a hearing of the appeal to be held on December 3, 2024. Â The Company and various purchasers (the â€œInvestorsâ€) executed a securities purchase agreement (the â€œSPAâ€) on or around April 7, 2023, whereby the Investors purchased from the Company promissory notes in the aggregate principal amount of approximately $2,500,000 (the â€œOriginal Notesâ€), and the remaining balances of such Original Notes as of October 1, 2023, were exchanged by the Investors for replacement promissory notes issued on October 1, 2023, in the aggregate principal amount of approximately $1,789,668.37 (the â€œ2023 Notesâ€). On May 24, 2024, the Company entered into settlement agreements with the Investors (each a â€œSettlement Agreementâ€), pursuant to which the Company agreed to pay aggregate cash payments equal to $1,789,668.37 to extinguish all obligations and claims under the SPA, Original Notes, and 2023 Notes, as follows: (i) $500,000.00 on or before May 28, 2024 and (ii) $1,289,668.37 on or before September 30, 2024 (the â€œFinal Paymentâ€).Â On or around October 3, 2024, the Company entered into amendments to each Settlement Agreement with the Investors, whereby the Final Payment due date was extended to October 31, 2024. Â Between July 1, 2024 and October 22, 2024, the Company issued and sold 5,256,263 shares of Common Stock (the â€œRecent ATM Share Salesâ€) to H.C. Wainwright & Co., LLC (the â€œAgentâ€) as sales agent or principal, pursuant to the terms of the Companyâ€™s previously announced At-The-Market Offering Agreement, dated December 27, 2023, between us and the Agent (the â€œSales Agreementâ€). The Company received net proceeds of $2,063,396.00 from the Recent ATM Share Sales. Â Completion of Offering Common Stock and Pre-Funded Warrants Â On October 28, 2024, the Company entered into securities purchase agreements (the â€œPurchase Agreementsâ€) with certain accredited investors named therein (the â€œPurchasersâ€), pursuant to which the Company agreed to issue and sell, in a best efforts offering (the â€œOfferingâ€): (i) 6,233,650 shares of common stock (the â€œCommon Stockâ€), at a purchase price of $0.10 per share of Common Stock, and (ii) 24,109,350 pre-funded warrants (â€œPre-Funded Warrantsâ€) to purchase Common Stock, at a purchase price of $0.0999 per Pre-Funded Warrant, immediately exercisable at an exercise price of $0.0001 per share. The Purchase Agreement contains customary representations and warranties and agreements of the Company and the Purchasers and customary indemnification rights and obligations of the parties. The Offering closed on October 30, 2024. Â The Offering resulted in gross proceeds to the Company of approximately $3,000,000, before deducting placement agent fees and commissions and other offering expenses, and excluding proceeds to the Company, if any, that may result from the future exercise of the Pre-Funded Warrants issued in the Offering. As compensation to the Placement Agent, as the exclusive placement agent in connection with the Offering, the Company paid to the Placement Agent a cash fee of 8.0% of the aggregate gross proceeds raised in the Offering, a non-accountable expense allowance of 1.0% of the aggregate gross proceeds raised in the Offering, reimbursement of up to $50,000 for expenses of legal counsel and other actual out-of-pocket expenses, and up to $15,950 for clearing agent closing costs. Â Our Company Â Digital Brands is a curated collection of lifestyle brands, including Bailey, DSTLD, Sundry and Avo, that offers a variety of apparel products through direct-to- consumer and wholesale distribution. Our complementary brand portfolio provides us with the unique opportunity to cross merchandise our brands. We aim for our customers to wear our brands head to toe and to capture what we call â€œcloset shareâ€ by gaining insight into their preferences to create targeted and personalized content specific to their cohort. Operating our brands under one portfolio provides us with the ability to better utilize our technological, human capital and operational capabilities across all brands. As a result, we have been able to realize operational efficiencies and continue to identify additional cost saving opportunities to scale our brands and overall portfolio. Â 21 Table of Contents Â Our portfolio consists of four significant brands that leverage our three channels: our websites, wholesale and our own stores. Â â— Bailey 44 combines beautiful, luxe fabrics and on-trend designs to create sophisticated ready-to-wear capsules for women on-the-go. Designing for real life, this brand focuses on feeling and comfort rather than how it looks on a runway. Bailey 44 is primarily a wholesale brand, which we are transitioning to a digital, direct-to-consumer brand. Â â— DSTLD offers stylish high-quality garments without the luxury retail markup valuing customer experience over labels. DSTLD is primarily a digital direct-to-consumer brand, to which we recently added select wholesale retailers to generate brand awareness. Â â— Stateside is an elevated, America first brand with all knitting, dyeing, cutting and sewing sourced and manufactured locally in Los Angeles. The collection is influenced by the evolution of the classic T-shirt offering a simple yet elegant look. Stateside is primarily a wholesale brand that we will be transitioning to a digital, direct-to-consumer brand. Â â— Sundry offers distinct collections of womenâ€™s clothing, including dresses, shirts, sweaters, skirts, shorts, athleisure bottoms and other accessory products. Sundryâ€™s products are coastal casual and consist of soft, relaxed and colorful designs that feature a distinct French chic, resembling the spirits of the French Mediterranean and the energy of Venice Beach in Southern California. Sundry is primarily a wholesale brand that we will be transitioning to a digital, direct-to-consumer brand. Â We believe that successful apparel brands sell in all revenue channels. However, each channel offers different margin structures and requires different customer acquisition and retention strategies. We were founded as a digital-first retailer that has strategically expanded into select wholesale and direct retail channels. We strive to strategically create omnichannel strategies for each of our brands that blend physical and online channels to engage consumers in the channel of their choosing. Our products are sold direct-to-consumers principally through our websites and our own showrooms, but also through our wholesale channel, primarily in specialty stores and select department stores. With the continued expansion of our wholesale distribution, we believe developing an omnichannel solution further strengthens our ability to efficiently acquire and retain customers while also driving high customer lifetime value. Â We believe that by leveraging a physical footprint to acquire customers and increase brand awareness, we can use digital marketing to focus on retention and a very tight, disciplined high value new customer acquisition strategy, especially targeting potential customers lower in the sales funnel. Building a direct relationship with the customer as the customer transacts directly with us allows us to better understand our customerâ€™s preferences and shopping habits. Our substantial experience as a company originally founded as a digitally native-first retailer gives us the ability to strategically review and analyze the customerâ€™s data, including contact information, browsing and shopping cart data, purchase history and style preferences. This in turn has the effect of lowering our inventory risk and cash needs since we can order and replenish product based on the data from our online sales history, replenish specific inventory by size, color and SKU based on real times sales data, and control our mark-down and promotional strategies versus being told what mark downs and promotions we have to offer by the department stores and boutique retailers. Â We define â€œcloset shareâ€ as the percentage (â€œshareâ€) of a customerâ€™s clothing units that (â€œof closetâ€) she or he owns in her or his closet and the amount of those units that go to the brands that are selling these units. For example, if a customer buys 20 units of clothing a year and the brands that we own represent 10 of those units purchased, then our closet share is 50% of that customerâ€™s closet, or 10 of our branded units divided by 20 units they purchased in entirety. Closet share is a similar concept to the widely used term wallet share, it is just specific to the customerâ€™s closet. The higher our closet share, the higher our revenue as higher closet share suggests the customer is purchasing more of our brands than our competitors. Â We have strategically expanded into an omnichannel brand offering these styles and content not only on-line but at selected wholesale and retail storefronts. We believe this approach allows us opportunities to successfully drive Lifetime Value (â€œLTVâ€) while increasing new customer growth. We define Lifetime Value or LTV as an estimate of the average revenue that a customer will generate throughout their lifespan as our customer. This value/revenue of a customer helps us determine many economic decisions, such as marketing budgets per marketing channel, retention versus acquisition decisions, unit level economics, profitability and revenue forecasting. Â We acquired Bailey in February 2020, Stateside in August 2021 and Sundry in December 2022. We agreed on the consideration that we paid in each acquisition in the course of armâ€™s length negotiations with the holders of the membership interests in each of Bailey, H&J, Stateside and Sundry. In determining and negotiating this consideration, we relied on the experience and judgment of our management and our evaluation of the potential synergies that could be achieved in combining the operations of Bailey, Stateside and Sundry. We did not obtain independent valuations, appraisals or fairness opinions to support the consideration that we paid/agreed to pay. Â 22 Table of Contents Â Avo â€“ Brand Summary Â Avo is a womenâ€™s essential brand that will offer t-shirts, sweats, dresses, sweaters and athleisure. Avo eliminates the wholesale mark-up, so its products have a sharper price point. Avo also offers larger discounts when the customer bundles multiple products to their cart, which allows Avo to leverage its shipping and fulfillment costs. Avo leverages the Companyâ€™s current design and supply chain infrastructure, so we use similar or the same fabrics and contractors for Avo that we do for our other brands. Â Avo launched in late August 2024 and prices for t-shirts range from $20 to $50 based on the size of the customerâ€™s bundle. Other product prices will range from $17.50 for tanks to $198 for sweaters with no retail price above $99 if the customer bundles three units or more. If the customer bundles two units then they receive a 40% discount and if they bundle three units or more the customer receives a 60% discount.Â Â Material Trends, Events and Uncertainties Â Supply Chain Disruptions Â We are subject to global supply chain disruptions, which may include longer lead times for raw fabrics, inbound shipping and longer production times. Supply chain issues have specifically impacted the following for our brands: Â â— Increased costs in raw materials from fabric prices, which have increased 10% to 100% depending on the fabric, the time of year, and the origin of the fabric, as well as where the fabric is being shipped; Â â— Increased cost per kilo to ship via sea or air, which has increased from 25% to 300% depending on the time of year and from the country we are shipping from; Â â— Increased transit time via sea or air, which have increased by two weeks to two months; and Â â— Increased labor costs for producing the finished goods, which have increased 5% to 25% depending on the country and the labor skill required to produce the goods. We have been able to pass along some of these increased costs and also offset some of these increased costs with higher gross margin online revenue Â Seasonality Â Our quarterly operating results vary due to the seasonality of our individual brands and are historically stronger in the second half of the calendar year. Â Substantial Indebtedness Â As of September 30, 2024, we had an aggregate principal amount of debt outstanding of approximately $8.2 million. We believe this is an amount of indebtedness which may be considered significant for a company of our size and current revenue base. Our substantial debt could have important consequences to us. For example, it could: Â â— make it more difficult for us to satisfy our obligations to the holders of our outstanding debt, resulting in possible defaults on and acceleration of such indebtedness; Â â— require us to dedicate a substantial portion of our cash flows from operations to make payments on our debt, which would reduce the availability of our cash flows from operations to fund working capital, capital expenditures or other general corporate purposes; Â â— increase our vulnerability to general adverse economic and industry conditions, including interest rate fluctuations; Â â— place us at a competitive disadvantage to our competitors with proportionately less debt for their size; Â â— limit our ability to refinance our existing indebtedness or borrow additional funds in the future; Â â— limit our flexibility in planning for, or reacting to, changing conditions in our business; and Â â— limit our ability to react to competitive pressures or make it difficult for us to carry out capital spending that is necessary or important to our growth strategy. Â Any of the foregoing impacts of our substantial indebtedness could have a material adverse effect on our business, financial condition and results of operations. Â 23 Table of Contents Â We currently have $3.5 million in notes outstanding pursuant to our Bailey acquisition. We are currently unable to repay or refinance borrowings so any such action by these lenders could force us into bankruptcy or liquidation. Â In addition, our ability to make scheduled payments on our indebtedness or to refinance our obligations under our debt agreements, will depend on our financial and operating performance, which, in turn, will be subject to prevailing economic and competitive conditions and to the financial and business risk factors we face as described in this section, many of which may be beyond our control. We may not be able to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness. Â If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay capital expenditures or planned growth objectives, seek to obtain additional equity capital or restructure our indebtedness. In the future, our cash flows and capital resources may not be sufficient for payments of interest on and principal of our debt, and such alternative measures may not be successful and may not permit us to meet scheduled debt service obligations. In addition, the recent worldwide credit crisis could make it more difficult for us to refinance our indebtedness on favorable terms, or at all. Â In the absence of such operating results and resources, we may be required to dispose of material assets to meet our debt service obligations. We may not be able to consummate those sales, or, if we do, we will not control the timing of the sales or whether the proceeds that we realize will be adequate to meet debt service obligations when due. Â Performance Factors Â We believe that our future performance will depend on many factors, including the following: Â Ability to Increase Our Customer Base in both Online and Traditional Wholesale Distribution Channels Â We are currently growing our customer base through both paid and organic online channels, as well as by expanding our presence in a variety of physical retail distribution channels. Online customer acquisitions typically occur at our direct websites for each brand. Our online customer acquisition strategies include paid and unpaid social media, search, display and traditional media. Our products for Bailey, DSTLD and Stateside are also sold through a growing number of physical retail channels, including specialty stores, department stores and online multi-brand platforms. Â Ability to Acquire Customers at a Reasonable Cost Â We believe an ability to consistently acquire customers at a reasonable cost relative to customer retention rates, contribution margins and projected life-time value will be a key factor affecting future performance. To accomplish this goal, we intend to balance advertising spend between online and offline channels, as well as cross marketing and cross merchandising our portfolio brands and their respective products. We believe the ability to cross merchandise products and cross market brands, will decrease our customer acquisition costs while increasing the customerâ€™s lifetime value and contribution margin. We will also balance marketing spend with advertising focused on creating emotional brand recognition, which we believe will represent a lower percentage of our spend. Â Ability to Drive Repeat Purchases and Customer Retention Â We accrue substantial economic value and margin expansion from customer cohort retention and repeat purchases of our products on an annual basis. Our revenue growth rate and operating margin expansion will be affected by our customer cohort retention rates and the cohorts annual spend for both existing and newly acquired customers. Â Ability to Expand Our Product Lines Â Our goal is to expand our product lines over time to increase our growth opportunity. Our customerâ€™s annual spend and brand relevance will be driven by the cadence and success of new product launches. Â 24 Table of Contents Â Ability to Expand Gross Margins Â Our overall profitability will be impacted by our ability to expand gross margins through effective sourcing and leveraging buying power of finished goods and shipping costs, as well as pricing power over time. Â Ability to Expand Operating Margins Â Our ability to expand operating margins will be impacted by our ability to leverage (1) fixed general and administrative costs, (2) variable sales and marketing costs, (3) elimination of redundant costs as we acquire and integrate brands, (4) cross marketing and cross merchandising brands in our portfolio, and (4) drive customer retention and customer lifetime value. Our ability to expand operating margins will result from increasing revenue growth above our operating expense growth, as well as increasing gross margins. For example, we anticipate that our operating expenses will increase substantially in the foreseeable future as we undertake the acquisition and integration of different brands, incur expenses associated with maintaining compliance as a public company, and increased marketing and sales efforts to increase our customer base. While we anticipate that the operating expenses in absolute dollars will increase, we do not anticipate that the operating expenses as a percentage of revenue will increase. We anticipate that the operating expenses as a percentage of revenue will decrease as we eliminate duplicative costs across brands including a reduction in similar labor roles, contracts for technologies and operating systems and creating lower costs from higher purchasing power from shipping expenses to purchase orders of products. This reduction of expenses and lower cost per unit due to purchasing power should create meaningful savings in both dollars and as a percentage of revenue. Â As an example, we were able to eliminate several million in expenses within six months of acquiring Bailey. Examples of these savings include eliminating several Bailey teams, which our teams took over. Â We merged over half of the technology contracts and operating systems contracts from two brands into one brand contract at significant savings. We also eliminated our office space and rent and moved everyone into the Bailey office space. Finally, we eliminated DSTLDâ€™s third-party logistics company and started using Baileyâ€™s internal logistics. This resulted in an increase in our operating expenses in absolute dollars as there were now two brands versus one brand. However, the operating expenses as a percentage of pre-COVID revenue declined meaningfully and as we increase revenue for each brand, we expect to experience higher margins. Â Ability to Create Free Cash Flow Â Our goal is to achieve near term free cash flow through cash flow positive acquisitions, elimination of redundant expenses in acquired companies, increasing customer annual spend and lowering customer acquisition costs through cross merchandising across our brand portfolio. Â Components of Our Results of Operations Â Bailey Â Net Revenue Â Bailey sells its products directly to customers. Bailey also sells its products indirectly through wholesale channels that include third-party online channels and physical channels such as specialty retailers and department stores. Â Cost of Net Revenue Â Baileyâ€™s cost of net revenue includes the direct cost of purchased and manufactured merchandise; inventory shrinkage; inventory adjustments due to obsolescence including excess and slow-moving inventory and lower of cost and net realizable reserves; duties; and inbound freight. Cost of net revenue also includes direct labor to production activities such as pattern makers, cutters and sewers. Cost of net revenue includes an allocation of overheard costs such as rent, utilities and commercial insurance pertaining to direct inventory activities. Â 25 Table of Contents Â Operating Expenses Â Baileyâ€™s operating expenses include all operating costs not included in cost of net revenues and sales and marketing. These costs consist of general and administrative, fulfillment and shipping expense to the customer. Â General and administrative expenses consist primarily of all payroll and payroll-related expenses, professional fees, insurance, software costs, occupancy expenses related to Baileyâ€™s operations at its headquarters, including utilities, depreciation and amortization, and other costs related to the administration of its business. Â Baileyâ€™s fulfillment and shipping expenses include the cost to operate its warehouse including occupancy and labor costs to pick and pack customer orders and any return orders; packaging; and shipping costs to the customer from the warehouse and any returns from the customer to the warehouse. Â Sales & Marketing Â Baileyâ€™s sales and marketing expense primarily includes digital advertising; photo shoots for wholesale and direct-to-consumer communications, including email, social media and digital advertisements; and commission expenses associated with sales representatives. Â Interest Expense Â Baileyâ€™s interest expense consists primarily of interest related to its outstanding debt to our senior lender. Â DBG Â Net Revenue Â We sell our products to our customers directly through our website. In those cases, sales, net represents total sales less returns, promotions and discounts. Â Cost of Net Revenue Â Cost of net revenue include direct cost of purchased merchandise; inventory shrinkage; inventory adjustments due to obsolescence, including excess and slow-moving inventory and lower of cost and net realizable reserves. Â Operating Expenses Â Our operating expenses include all operating costs not included in cost of net revenues. These costs consist of general and administrative, sales and marketing, and fulfillment and shipping expense to the customer. Â General and administrative expenses consist primarily of all payroll and payroll-related expenses, professional fees, insurance, software costs, and expenses related to our operations at our headquarters, including utilities, depreciation and amortization, and other costs related to the administration of our business. Â We expect to continue to incur additional expenses as a result of operating as a public company, including costs to comply with the rules and regulations applicable to companies listed on a national securities exchange, costs related to compliance and reporting obligations pursuant to the rules and regulations of the SEC and higher expenses for insurance, investor relations and professional services. We expect these costs will increase our operating costs. Â Fulfillment and shipping expenses include the cost to operate our warehouse â€" or prior to Bailey 44 acquisition, costs paid to our third-party logistics provider â€" including occupancy and labor costs to pick and pack customer orders and any return orders; packaging; and shipping costs to the customer from the warehouse and any returns from the customer to the warehouse. Â In addition, going forward, the amortization of the identifiable intangibles acquired in the acquisitions will be included in operating expenses. Â 26 Table of Contents Â Interest Expense Â Interest expense consists primarily of interest related to our debt outstanding to our senior lender, convertible debt, and other interest bearing liabilities. Â Stateside Â Net Revenue Â Stateside sells its products directly to customers. Stateside also sells its products indirectly through wholesale channels that include third-party online channels and physical channels such as specialty retailers and department stores. Â Cost of Net Revenue Â Statesideâ€™s cost of net revenue includes the direct cost of purchased and manufactured merchandise; inventory shrinkage; inventory adjustments due to obsolescence including excess and slow-moving inventory and lower of cost and net realizable reserves; duties; and inbound freight. Cost of net revenue also includes direct labor to production activities such as pattern makers, cutters and sewers. Cost of net revenue includes an allocation of overheard costs such as rent, utilities and commercial insurance pertaining to direct inventory activities. Â Operating Expenses Â Statesideâ€™s operating expenses include all operating costs not included in cost of net revenues and sales and marketing. These costs consist of general and administrative, fulfillment and shipping expense to the customer. Â General and administrative expenses consist primarily of all payroll and payroll-related expenses, professional fees, insurance, software costs, occupancy expenses related to Statesideâ€™s stores and to Statesideâ€™s operations at its headquarters, including utilities, depreciation and amortization, and other costs related to the administration of its business. Â Statesideâ€™s fulfillment and shipping expenses include the cost to operate its warehouse including occupancy and labor costs to pick and pack customer orders and any return orders; packaging; and shipping costs to the customer from the warehouse and any returns from the customer to the warehouse. Â Sales & Marketing Â Statesideâ€™s sales and marketing expense primarily includes digital advertising; photo shoots for wholesale and direct-to-consumer communications, including email, social media and digital advertisements; and commission expenses associated with sales representatives. Â Sundry Â Net Revenue Â Sundry sells its products directly to customers. Sundry also sells its products indirectly through wholesale channels that include third-party online channels and physical channels such as specialty retailers and department stores. Â Cost of Net Revenue Â Sundryâ€™s cost of net revenue includes the direct cost of purchased and manufactured merchandise; inventory shrinkage; inventory adjustments due to obsolescence including excess and slow-moving inventory and lower of cost and net realizable reserves; duties; and inbound freight. Cost of net revenue also includes direct labor to production activities such as pattern makers, cutters and sewers. Cost of net revenue includes an allocation of overheard costs such as rent, utilities and commercial insurance pertaining to direct inventory activities. Â 27 Table of Contents Â Operating Expenses Â Our operating expenses include all operating costs not included in cost of net revenues. These costs consist of general and administrative, sales and marketing, and fulfillment and shipping expense to the customer. Â General and administrative expenses consist primarily of all payroll and payroll-related expenses, stock-based compensation, professional fees, insurance, software costs, and expenses related to our operations at our headquarters, including utilities, depreciation and amortization, and other costs related to the administration of our business. Â Sales and marketing expense primarily includes digital advertising; photo shoots for wholesale and direct-to-consumer communications, including email, social media and digital advertisements; and commission expenses associated with sales representatives. Â We expect to incur additional expenses as a result of operating as a public company, including costs to comply with the rules and regulations applicable to companies listed on a national securities exchange, costs related to compliance and reporting obligations pursuant to the rules and regulations of the SEC and higher expenses for insurance, investor relations and professional services. We expect these costs will increase our operating costs. Â Distribution expenses includes costs paid to our third-party logistics provider, packaging and shipping costs to the customer from the warehouse and any returns from the customer to the warehouse. Â At each reporting period, we estimate changes in the fair value of contingent consideration and recognize any change in fair in our consolidated statement of operations, which is included in operating expenses. Additionally, amortization of the identifiable intangibles acquired in the acquisitions is also included in operating expenses. Â Interest Expense Â Interest expense consists primarily of interest related to our debt outstanding to promissory notes, convertible debt, and other interest bearing liabilities Â 28 Table of Contents Â Results of Operations Â Three Months Ended September 30, 2024 compared to Three Months Ended September 30, 2023 Â The following table presents our results of operations for the Three months ended September 30, 2024 and 2023: Â Â Â Three Months EndedÂ Â Â September 30,Â Â Â 2024Â Â 2023Â Net revenuesÂ $2,440,801Â Â $3,257,332Â Cost of net revenuesÂ Â 1,319,214Â Â Â 1,554,044Â Gross profitÂ Â 1,121,587Â Â Â 1,703,288Â General and administrativeÂ Â 2,429,040Â Â Â 3,735,527Â Sales and marketingÂ Â 655,833Â Â Â 1,151,326Â Other operating (income) / expensesÂ Â 780,879Â Â Â 238,546Â Operating (loss) /incomeÂ Â (2,144,165)Â Â (3,422,162) Other expensesÂ Â (797,072)Â Â (2,013,832) Loss before provision for income taxesÂ Â (3,541,237)Â Â (5,435,994) Provision for income taxesÂ Â -Â Â Â -Â Net income/(loss) from continuing operationsÂ $(3,541,237)Â $(5,435,994) Â Net Revenues Â Revenues decreased by $0.8 million to $2.4 million for the three months ended September 30, 2024, compared to $3.3 million in the corresponding fiscal period in 2023. The decrease was primarily due to a delay in wholesale shipments in April 2024, and lower ecommerce revenues across each brand due to less digital advertising spend. Â Gross Profit Â Our gross profit decreased by $0.6 million for the three months ended September 30, 2024 to $1.1 million from a gross profit of $1.7 million for the corresponding fiscal period in 2023. The decrease in gross margin was primarily attributable to a decrease in sales. Â Our gross margin was 46% for three months ended September 30, 2024, compared to 52% for the three months ended June 30, 2023. The decrease in gross margin was due to corresponding decrease in the ecommerce revenue. Â Operating Expenses/(Income) Â Our operating expenses decreased by $1.3 million for the three months ended September 30, 2024 to $3.8 million compared to $5.1 million for the corresponding fiscal period in 2023. General and administrative expenses decreased by $1.3 million, and sales and marketing expenses decreased by $0.5 million. The deceases were primarily due to cost cutting measures and synergies from the Sundry acquisition including the elimination of its warehouse, office, fulfillment and redundancies in headcount. In the third quarter of 2024, the Company recorded impairment expense of $600,000 pertaining to Baileyâ€™s intangibles. Â Other Income (Expenses) Â Other expenses were $0.8 million while other expense was $2.0 million for the three months ended September 30, 2024 and 2023, respectively, primarily consisting of interest expense. Â 29 Table of Contents Â Net Loss from Continuing Operations Â Our net loss from continuing operations decreased by $1.9 million to a net loss from continuing operations of $3.5 million for the three months ended September 30, 2024 compared to income from continuing operations of $5.4 million for the corresponding fiscal period in 2023, primarily due to the change in fair value of contingent consideration in 2023 and lower gross profit in 2024, partially offset by lower general and administrative and sales and marketing expenses. Â Nine Months Ended September 30, 2024 compared to Nine Months Ended September 30, 2023 Â The following table presents our results of operations for the nine months ended September 30, 2024 and 2023: Â Â Â Nine Months EndedÂ Â Â September 30,Â Â Â 2024Â Â 2023Â Net revenuesÂ $9,413,457Â Â $12,127,135Â Cost of net revenuesÂ Â 5,012,457Â Â Â 6,054,532Â Gross profitÂ Â 4,401,000Â Â Â 6,032,603Â General and administrativeÂ Â 6,347,460Â Â Â 12,115,590Â Sales and marketingÂ Â 1,979,173Â Â Â 3,188,054Â Other operating expenses/(income)Â Â 1,345,412Â Â Â (9,947,530) Operating (loss)/incomeÂ Â (4,671,045)Â Â 676,489Â Other expensesÂ Â (2,464,407)Â Â (5,642,068) Loss before provision for income taxesÂ Â (7,735,453)Â Â (4,965,579) Provision for income taxesÂ Â -Â Â Â -Â Net income/(loss) from continuing operationsÂ $(7,735,453)Â $(4,965,579) Â Net Revenues Â Revenues decreased by $2.7 million to $9.4 million for the nine months ended September 30, 2024, compared to $12.1 million in the corresponding fiscal period in 2023. The decrease was primarily due to a delay in wholesale shipments in April 2024, and lower ecommerce revenues across each brand due to less digital advertising spend. Â Gross Profit Â Our gross profit decreased by $1.6 million for the nine months ended September 30, 2024 to $4.4 million from a gross profit of $6 million for the corresponding fiscal period in 2023. The decrease in gross margin was primarily attributable to a decrease in sales. Â Our gross margin was 47% for nine months ended September 30, 2024, compared to 50% for the nine months ended September 30, 2023. The decrease in gross margin was due to corresponding decrease in the ecommerce revenue. Â Operating Expenses Â Our operating expenses increased by $4.3 million for the nine months ended September 30, 2024 to $9.7 million compared to $5.4 million for the corresponding fiscal period in 2023. General and administrative expenses decreased by $5.7 million, and sales and marketing expenses decreased by $1.2 million. The deceases were primarily due to cost cutting measures and synergies from the Sundry acquisition including the elimination of its warehouse, office, fulfillment and redundancies in headcount. Other operating expenses included a gain of $10.7 million in 2023 due to the change in fair value of contingent consideration. In the third quarter of 2024, the Company recorded impairment expense of $600,000 pertaining to Baileyâ€™s intangibles. Â Other Income (Expenses) Â Other expenses were $2.5 million while other expense was $5.6 million for the nine months ended September 30, 2024 and 2023, respectively. Interest expense in 2024 decreased due to less merchant advances and lower principal on outstanding loans. Â Net Loss from Continuing Operations Â Our net loss from continuing operations increased by $2.7 million to a net loss from continuing operations of $7.7 million for the nine months ended September 30, 2024 compared to income from continuing operations of $5.0 million for the corresponding fiscal period in 2023, primarily due to the change in fair value of contingent consideration in 2023 and lower gross profit in 2024, partially offset by lower general and administrative and sales and marketing expenses. Â 30 Table of Contents Â Liquidity and Capital Resources Â Each of DBG, Bailey, Stateside and Sundry has historically satisfied our liquidity needs and funded operations with borrowings capital raises and internally generated cash flow, Changes in working capital, most notably accounts receivable, are driven primarily by levels of business activity. Historically each of DBG, Bailey, Stateside and Sundry has maintained credit line facilities to support such working capital needs and makes repayments on that facility with excess cash flow from operations. Â As of September 30, 2024, we had cash of $158,601, but we had a working capital deficit of $16.0 million. The Company requires significant capital to meet its obligations as they become due. These factors raise substantial doubt about our Companyâ€™s ability to continue as a going concern. Throughout the next twelve months, the Company intends to fund its operations primarily from the funds raised through the equity line of credit agreement. The Company may pursue secondary offerings or debt financings to provide working capital and satisfy debt obligations. There can be no assurance as to the availability or terms upon which such financing and capital might be available in the future. If the Company is unable to secure additional funding, it may be forced to curtail or suspend its business plans. Â Cash Flow Activities Â The following table presents selected captions from our condensed statement of cash flows for the nine months ended September 30, 2024 and 2023: Â Â Â Nine Months EndedÂ Â Â September 30,Â Â Â 2024Â Â 2023Â Net cash provided by operating activities:Â Â Â Â Â Â Â Net lossÂ $(7,735,453)Â $(6,582,082) Non-cash adjustmentsÂ $6,025,549Â Â $(1,717,038) Change in operating assets and liabilitiesÂ $(1,583,366)Â $1,787,481Â Net cash used in operating activitiesÂ $(3,293,269)Â $(6,457,639) Net cash provided by (used in) investing activitiesÂ $(101,081)Â $41,331Â Net cash provided by financing activitiesÂ $3,662,923Â Â $6,207,950Â Net change in cashÂ $268,573Â Â $(208,357) Â Cash Flows Used In Operating Activities Â Our cash used by operating activities decreased by $3.2 million to cash used of $3.3 million for the nine months ended September 30, 2024, as compared to cash used of $6.5 million for the corresponding fiscal period in 2023. The decrease in net cash used in operating activities was primarily driven by non-cash charges in 2024, partially offset by our net loss and cash used in operating assets and liabilities. Â Cash Flows Provided By (Used in) Investing Activities Â Our cash used investing activities was $101,080 in the nine months ended September 30, 2024, primarily due to purchase of property, equipment & software and deposits on leases. Â Our cash provided by investing activities was $41,331 in 2023 primarily due to a reduction of deposits, partially offset by purchase of property and cash sold in the H&J disposition. Â Cash Flows Provided by Financing Activities Â Cash provided by financing activities was $3.7 million for the nine months ended September 30, 2024. Cash inflows included $5.4 million in net proceeds from the issuance from the common stock for cash and $0.8 million in proceeds from loans and notes. Cash outflows are primarily due to $2.5 million in repayments of notes. Â 31 Table of Contents Â Contractual Obligations and Commitments Â As of September 30, 2024, we had $8.2 million in outstanding principal on debt, primarily our promissory notes due to the Bailey44 Sellers, the March 2023 Notes, PPP and merchant advances. Aside from our remaining non-current SBA obligations, all outstanding loans have maturity dates through 2024. Â Critical Accounting Policies and Estimates Â Our managementâ€™s discussion and analysis of financial condition and results of operations is based on our consolidated financial statements, which have been prepared in accordance with generally accepted accounting principles in the United States. The preparation of our consolidated financial statements and related disclosures requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, costs and expenses and the disclosure of contingent assets and liabilities in our financial statements. We base our estimates on historical experience, known trends and events and various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. We evaluate our estimates and assumptions on an ongoing basis. Our actual results may differ from these estimates under different assumptions or conditions. Â Emerging Growth Company Status Â We are an emerging growth company as that term is used in the Jumpstart Our Business Startups Act of 2012 and, as such, have elected to comply with certain reduced public company reporting requirements. Â Section 107 of the JOBS Act provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. In other words, an emerging growth company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have elected to take advantage of the benefits of this extended transition period. Our financial statements may, therefore, not be comparable to those of companies that comply with such new or revised accounting standards. Â Off-Balance Sheet Arrangements Â We did not have during the periods presented, and we do not currently have, any off-balance sheet arrangements, as defined in the rules and regulations of the Securities and Exchange Commission. Â ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK Â We are a smaller reporting company as defined by Rule 12b-2 of the Securities and Exchange Act of 1934, as amended (the â€œExchange Actâ€) and are not required to provide the information required under this item. Â ITEM 4. CONTROLS AND PROCEDURES Â Evaluation of Disclosure Controls and Procedures Â We maintain â€œdisclosure controls and proceduresâ€ as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, or the Exchange Act, that are designed to ensure that information required to be disclosed in the reports we file and submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SECâ€™s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports we file or submit under the Exchange Act is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives, and management necessarily applies its judgment in evaluating the benefits of possible controls and procedures relative to their costs. Â 32 Table of Contents Â Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, who serve as our principal executive officer and principal financial and accounting officer, respectively, has evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2024. In making this evaluation, our management considered the material weakness in our internal control over financial reporting described below. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were not effective as of such date. Â We have initiated various remediation efforts, including the hiring of additional financial personnel/consultants with the appropriate public company and technical accounting expertise and other actions that are more fully described below. As such remediation efforts are still ongoing, we have concluded that the material weaknesses have not been fully remediated. Our remediation efforts to date have included the following: Â â— We have made an assessment of the basis of accounting, revenue recognition policies and accounting period cutoff procedures. In some cases, we made the necessary adjustments to convert the basis of accounting from cash basis to accrual basis. In all cases we have done the required analytical work to ensure the proper cutoff of the financial position and results of operations for the presented accounting periods. Â â— We have made an assessment of the current accounting personnel, financial reporting and information system environments and capabilities. Based on our preliminary findings, we have found these resources and systems lacking and have concluded that these resources and systems will need to be supplemented and/or upgraded. We are in the process of identifying a single, unified accounting and reporting system that can be used by the Company and Bailey, with the goal of ensuring consistency and timeliness in reporting, real time access to data while also ensuring ongoing data integrity, backup and cyber security procedures and processes. Â â— We engaged external consultants with public company and technical accounting experience to facilitate accurate and timely accounting closes and to accurately prepare and review the financial statements and related footnote disclosures. We plan to retain these financial consultants until such time that the internal resources of the Company have been upgraded and the required financial controls have been fully implemented. Â â— We have made an assessment on significant judgments and estimates, including impairment of long-lived assets and inventory valuation. We plan to take the steps as noted above to have the proper resources to conduct proper analyses on areas requiring judgments and estimates. Â The actions that have been taken are subject to continued review, implementation and testing by management, as well as audit committee oversight. While we have implemented a variety of steps to remediate these weaknesses, we cannot assure you that we will be able to fully remediate them, which could impair our ability to accurately and timely meet our public company reporting requirements. Â Notwithstanding the assessment that our internal controls over financial reporting are not effective and that material weaknesses exist, we believe that we have employed supplementary procedures to ensure that the financial statements contained in this filing fairly present our financial position, results of operations and cash flows for the reporting periods covered herein in all material respects. Â Limitations on Effectiveness of Controls and Procedures Â Our management, including our Chief Executive Officer (Principal Executive Officer) and Chief Financial Officer (Principal Financial Officer), does not expect that our disclosure controls and procedures will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include, but are not limited to, the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected. Â Management believes that the material weakness set forth above did not have an effect on our financial results. Â Changes in Internal Control over Financial Reporting Â No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the quarter ended September 30, 2024 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. Â 33 Table of Contents Â PART II. OTHER INFORMATION Â ITEM 1. LEGAL PROCEEDINGS Â We are currently involved in, and may in the future be involved in, legal proceedings, claims, and government investigations in the ordinary course of business. These include proceedings, claims, and investigations relating to, among other things, regulatory matters, commercial matters, intellectual property, competition, tax, employment, pricing, discrimination, consumer rights, personal injury, and property rights. These matters also include the following: Â Â On March 21, 2023, a vendor filed a lawsuit against Digital Brands Group related to trade payables totaling approximately $43,501. Such amounts include interest due, and are included in accounts payable, net of payments made to date, in the accompanying consolidated balance sheets. The Company does not believe it is probable that the losses in excess of such trade payables will be incurred. Â Â Â On February 7, 2023, a vendor filed a lawsuit against Digital Brands Group related to trade payables totaling approximately $182,400. Such amounts include interest due, and are included in accounts payable, net of payments made to date, in the accompanying consolidated balance sheets. The Company settled for $250,000, in October 2024, which included additional legal costs. Â Â Â In August 2020 and March 2021, two lawsuits were filed against Baileyâ€™s by third-partyâ€™s related to prior services rendered. The claims (including fines, fees, and legal expenses) total an aggregate of $96,900. Both matters were settled in February 2022 and are on payment plans which will be paid off in the second quarter of 2025. Â Â Â On December 21, 2020, a Company investor filed a lawsuit against DBG for reimbursement of their investment totaling $100,000. Claimed amounts are included in short-term convertible note payable in the accompanying consolidated balance sheets and the Company does not believe it is probable that losses in excess of such short-term note payable will be incurred. The Company is actively working to resolve this matter. Â Â Â On November 16, 2023 a vendor filed a lawsuit against Digital Brands Group related to trade payables totaling approximately $345,384 , which represents past due fees and late fees. Such amounts are included in the accompanying balance sheets. The Company does not believe it is probable that the losses in excess of such pay trade payables will be incurred. Â Â Â On November 15, 2023 a vendor filed a lawsuit against Digital Brands Group related to trade payables totaling approximately $582,208, which represents â€œdouble damages. The amount due to the vendor is $292,604. Such amounts are included in the accompanying balance sheets. The Company does not believe it is probable that the losses in excess of such pay trade payables will be incurred. Â 34 Table of Contents Â On December 21, 2023, a former employee from over two years ago filed a wrongful termination lawsuit against the Company. The Company is disputing this claim. To this point, this same law firm recently sent a demand letter for another wrongful termination of a temporary worker we used from a third party placement agency. This person was not a Company employee at any time. Â Â A vendor filed a lawsuit against Bailey 44 related to a retail store lease in the amount of $1.5 million. The Company is disputing the claim for damages and the matter is ongoing. The vendor has recently updated the claim to now be $450,968 after signing a long-term lease with another brand for this location. The Company is disputing this new amount after review of the lease. Â All claims above, to the extent management believes it will be liable, have been included in accounts payable and accrued expenses and other liabilities in the accompanying consolidated balance sheet as of September 30, 2024. Â Depending on the nature of the proceeding, claim, or investigation, we may be subject to monetary damage awards, fines, penalties, or injunctive orders. Furthermore, the outcome of these matters could materially adversely affect our business, results of operations, and financial condition. The outcomes of legal proceedings, claims, and government investigations are inherently unpredictable and subject to significant judgment to determine the likelihood and amount of loss related to such matters. While it is not possible to determine the outcomes, we believe based on our current knowledge that the resolution of all such pending matters will not, either individually or in the aggregate, have a material adverse effect on our business, results of operations, cash flows, or financial condition. Â ITEM 1A. RISK FACTORS Â As a â€œsmaller reporting companyâ€ as defined by Item 10 of Regulation S-K, we are not required to provide information required by this Item. Â ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS Â During the nine months ended September 30, 3,442 shares of Series C Convertible Preferred Stock converted into 192,027 shares of common stock. Â As previously reported, the Company entered into a securities purchase agreement with an accredited investor (the â€œInvestorâ€), pursuant to which the Company issued on September 5, 2023 those certain Series A warrants to purchase 513,875 shares of common stock and Series B warrants to purchase 513,875 shares of common stock (collectively, the â€œExisting Warrantsâ€), amongst other securities. Â On May 3, 2024, the Company entered into that certain inducement offer to exercise common stock purchase warrants with the Investor (the â€œInducement Agreementâ€), pursuant to which (i) the Company agreed to lower the exercise price of the Existing Warrants to $3.13 per share and (ii) the Investor agreed to exercise the Existing Warrants into 1,027,750 shares of common stock (the â€œExercise Sharesâ€) by payment of the aggregate exercise price of $3,216,857. The closing occurred on May 7, 2024. Â Through September 30, 2024, the Company had exercised 378,750 of the 1,027,750 warrants at the amended exercise price of $3.13 per share. The Company received the entire gross proceeds of $3,216,857 in May 2024, which represents the exercise of the entire 1,027,750 warrants at the $3.13 exercise price. The Company received net proceeds of $2,877,475 after placement agent fees and expenses. Company also exercised 649,000 warrants which were prefunded through PIPE offerings in the third of 2023. Â In July 2024, the Company issued 60,527 shares of common stock to a vendor for services rendered for a total value of $172,501. Â In July 2024, 299 shares of Series C Convertible Preferred Stock converted into 16,681 shares of common stock. Â In August 2024, 101 shares of Series C Convertible Preferred Stock converted into 5,635 shares of common stock. Â In August 2024, the Company issued 106,020 shares of common stock to a commercial debt holder in satisfaction of $313,816.45 of debt. Â Between October 3, 2024 and October 15, 2024, the Company issued 1,311,345 shares of the Companyâ€™s common stock (the â€œSharesâ€) to a certain note holder upon conversion of a portion of their promissory note originally issued by the Company on or around October 1, 2023 (the â€œNoteâ€). On October 16, 2024, the Company became aware that the issuance of the Shares was in error and not permitted under the terms of the Note due to the requirement thereunder that stockholder approval be obtained prior to the issuance of more than 19.9% of the Companyâ€™s pre-transaction shares outstanding upon conversion(s) of the Note, as referenced and specifically required under Nasdaq Listing Rule 5635(d). The Company then notified the note holder that the Shares must be returned to the Companyâ€™s transfer agent for cancellation. Accordingly, the note holder is in the process of returning the Shares to the Companyâ€™s transfer agent for cancellation. Upon cancellation of the Shares, the Companyâ€™s issued and outstanding common stock count will decrease by 1,311,345 shares. On November 5, 2024, the

Holder facilitated the cancellation of 1,311,345 shares of the Companyâ€™s common stock in accordance with the Companyâ€™s remediation plan. Â The above issuances were made pursuant to an exemption from registration pursuant to Section 4(a)(2) of the Securities Act and/or Rule 506 of Regulation D promulgated under the Securities Act. Â ITEM 3. DEFAULTS UPON SENIOR SECURITIES Â None. Â ITEM 4. MINE SAFETY DISCLOSURE Â Not applicable. Â ITEM 5. OTHER INFORMATION Â (a) None. Â (b) There have been no material changes to the procedures by which security holders may recommend nominees to the Companyâ€™s Board of Directors since the Company last provided disclosure in response to the requirements of Item 407(c)(3) of Regulation S-K. Â (c) During the quarter ended September 30, 2024, no director or officer of the Company adopted or terminated a contract, instruction or written plan for the purchase or sale of securities of the Company intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) and/or a non-Rule 10b5-1 trading arrangement. Â 35 Table of Contents Â ITEM 6. EXHIBITS Â Exhibit Number Â Description 1.1 Â Placement Agency Agreement by and between Digital Brands Group, Inc. and RBW Capital Partners LLC, acting through Dominari Securities LLC, dated October 28, 2024 (incorporated by reference to registrantâ€™s Current Report on Form 8-K filed with the SEC on October 31, 2024). 4.1 Â Form of Pre-Funded Warrant (incorporated by reference to Exhibit 4.32 of Pre-Effective Amendment No. 2 to the Companyâ€™s Registration Statement on Form S-1 filed on October 24, 2024). 10.1 Â Form of Amendment to Settlement Agreement (incorporated by reference to Exhibit 10.1 to Digital Brands Group Inc.â€™s Current Report on Form 8-K filed with the SEC on October 4, 2024) 10.2 Â Form of Securities Purchase Agreement by and between Digital Brands Group, Inc. and the Purchasers dated October 28, 2024 (incorporated by reference to Exhibit 10.48 of Pre-Effective Amendment No. 2 to the Companyâ€™s Registration Statement on Form S-1 filed on October 24, 2024) 31.1* Â Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) 31.2* Â Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) 32.1** Â Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350 32.2** Â Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350 101.INS* Â Inline XBRL Instance 101.SCH* Â Inline XBRL Taxonomy Extension Schema 101.CAL* Â Inline XBRL Taxonomy Extension Calculation 101.LAB* Â Inline XBRL Taxonomy Extension Labels 101.PRE* Â Inline XBRL Taxonomy Extension Presentation 104 Â Cover Page Interactive Data File (embedded within the Inline XBRL and contained in Exhibit 101) Â * Filed herewith. ** Furnished herewith # Indicates management contract or compensatory plan or arrangement. Â 36 Table of Contents Â SIGNATURES Â In accordance with 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 DIGITAL BRANDS GROUP, INC. Â Â Â November 14, 2024 By: /s/ John Hilburn Davis, IV Â Â John Hilburn Davis, IV, Chief Executive Officer Â Â Â November 14, 2024 By: /s/ Reid Yeoman Â Â Reid Yeoman, Chief Financial Officer Â 37 Â EX-31.1 2 ex31-1.htm Â EXHIBIT 31.1 Â CERTIFICATIONS Â I, John Hilburn Davis, certify that: Â 1. I have reviewed this Quarterly Report on Form 10-Q of Digital Brands Group, Inc.; Â Â 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; Â Â 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; Â Â 4. The registrantâ€™s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have: Â Â (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; Â Â Â Â (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; Â Â Â Â (c) Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and Â Â Â Â (d) Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and Â 5. The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions): Â Â (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and Â Â Â Â (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting. Â Date: November 14, 2024 By: /s/ John Hilburn Davis Â Â John Hilburn Davis Â Â Chief Executive Officer Â Â (Principal Executive Officer) Â Â EX-31.2 3 ex31-2.htm Â EXHIBIT 31.2 Â CERTIFICATIONS Â I, Reid Yeoman, certify that: Â 1. I have reviewed this Quarterly Report on Form 10-Q of Digital Brands Group, Inc.; Â Â 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; Â Â 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; Â Â 4. The registrantâ€™s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have: Â Â (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; Â Â Â Â (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; Â Â Â Â (c) Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and Â Â Â Â (d) Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and Â 5. The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions): Â Â (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and Â Â Â Â (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting. Â Date: November 14, 2024 By: /s/ Reid Yeoman Â Â Reid Yeoman Â Â Chief Financial Officer Â Â (Principal Financial Officer) Â Â EX-32.1 4 ex32-1.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 Digital Brands Group, Inc. (the â€œCompanyâ€) on Form 10-Q, for the quarter ended September 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), I, John Hilburn Davis IV, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. ss.1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge: Â Â (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and Â Â Â 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 A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request. Â Date: November 14, 2024 By: /s/ John Hilburn Davis IV Â Â John Hilburn Davis IV Â Â Chief Executive Officer Â Â (Principal Executive Officer) Â Â EX-32.2 5 ex32-2.htm Â EXHIBIT 32.2 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 Digital Brands Group, Inc. (the â€œCompanyâ€) on Form 10-Q, for the quarter ended September 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), I, Reid Yeoman, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. ss.1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge: Â Â (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and Â Â Â 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 By: /s/ Reid Yeoman Â Â Reid Yeoman Â Â Chief Financial Officer Â Â (Principal Financial Officer) Â Â Â EX-101.SCH 6 dbgi-20240930.xsd XBRL SCHEMA FILE 00000001 - Document - Cover link:presentationLink link:calculationLink link:definitionLink 00000002 - Statement - Condensed Consolidated Balance Sheets link:presentationLink link:calculationLink link:definitionLink 00000003 - Statement - Condensed Consolidated Balance Sheets (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 00000004 - Statement - Condensed Consolidated Statements of Operations (Unaudited) link:presentationLink link:calculationLink link:definitionLink 00000005 - Statement - Condensed Consolidated Statements of Stockholders' Equity (Deficit) (Unaudited) link:presentationLink link:calculationLink link:definitionLink 00000006 - Statement - Condensed Consolidated Statements of Cash Flows (Unaudited) link:presentationLink link:calculationLink link:definitionLink 995612 - Disclosure - NATURE OF OPERATIONS link:presentationLink link:calculationLink link:definitionLink 995613 - Disclosure - GOING CONCERN link:presentationLink link:calculationLink link:definitionLink 995614 - Disclosure - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES link:presentationLink link:calculationLink link:definitionLink 995615 - Disclosure - DUE FROM FACTOR link:presentationLink link:calculationLink link:definitionLink 995616 - Disclosure - GOODWILL AND INTANGIBLE ASSETS link:presentationLink link:calculationLink link:definitionLink 995617 - Disclosure - LIABILITIES AND DEBT link:presentationLink link:calculationLink link:definitionLink 995618 - Disclosure - STOCKHOLDERSâ€™ DEFICIT link:presentationLink link:calculationLink link:definitionLink 995619 - Disclosure - RELATED PARTY TRANSACTIONS link:presentationLink link:calculationLink link:definitionLink 995620 - Disclosure - SHARE-BASED PAYMENTS link:presentationLink link:calculationLink link:definitionLink 995621 - Disclosure - LEASE OBLIGATIONS link:presentationLink link:calculationLink link:definitionLink 995622 - Disclosure - CONTINGENCIES link:presentationLink link:calculationLink link:definitionLink 995623 - Disclosure - SUBSEQUENT EVENTS link:presentationLink link:calculationLink link:definitionLink 995624 - Disclosure - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Policies) link:presentationLink link:calculationLink link:definitionLink 995625 - Disclosure - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Tables) link:presentationLink link:calculationLink link:definitionLink 995626 - Disclosure - DUE FROM FACTOR (Tables) link:presentationLink link:calculationLink link:definitionLink 995627 - Disclosure - GOODWILL AND INTANGIBLE ASSETS (Tables) link:presentationLink link:calculationLink link:definitionLink 995628 - Disclosure - LIABILITIES AND DEBT (Tables) link:presentationLink link:calculationLink link:definitionLink 995629 - Disclosure - SHARE-BASED PAYMENTS (Tables) link:presentationLink link:calculationLink link:definitionLink 995630 - Disclosure - LEASE OBLIGATIONS (Tables) link:presentationLink link:calculationLink link:definitionLink 995631 - Disclosure - NATURE OF OPERATIONS (Details Narrative) link:presentationLink link:calculationLink link:definitionLink 995632 - Disclosure - GOING CONCERN (Details Narrative) link:presentationLink link:calculationLink link:definitionLink 995633 - Disclosure - SCHEDULE OF INVENTORY (Details) link:presentationLink link:calculationLink link:definitionLink 995634 - Disclosure - SCHEDULE OF POTENTIALLY DILUTIVE ITEMS OUTSTANDING (Details) link:presentationLink link:calculationLink link:definitionLink 995635 - Disclosure - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Details Narrative) link:presentationLink link:calculationLink link:definitionLink 995636 - Disclosure - SCHEDULE OF DUE TO/ FROM FACTOR (Details) link:presentationLink link:calculationLink link:definitionLink 995637 - Disclosure - SCHEDULE OF GOODWILL ATTRIBUTABLE TO EACH BUSINESS COMBINATION (Details) link:presentationLink link:calculationLink link:definitionLink 995638 - Disclosure - SCHEDULE OF INFORMATION RELATING TO THE COMPANYâ€™S IDENTIFIABLE INTANGIBLE ASSETS (Details) link:presentationLink link:calculationLink link:definitionLink 995639 - Disclosure - GOODWILL AND INTANGIBLE ASSETS (Details Narrative) link:presentationLink link:calculationLink link:definitionLink 995640 - Disclosure - SCHEDULE OF ACCRUED EXPENSES AND OTHER LIABILITIES (Details) link:presentationLink link:calculationLink link:definitionLink 995641 - Disclosure - SCHEDULE OF MERCHANT ADVANCES (Details) link:presentationLink link:calculationLink link:definitionLink 995642 - Disclosure - SCHEDULE OF PROMISSORY NOTES PAYABLE, NET (Details) link:presentationLink link:calculationLink link:definitionLink 995643 - Disclosure - LIABILITIES AND DEBT (Details Narrative) link:presentationLink link:calculationLink link:definitionLink 995644 - Disclosure - STOCKHOLDERSâ€™ DEFICIT (Details Narrative) link:presentationLink link:calculationLink link:definitionLink 995645 - Disclosure - RELATED PARTY TRANSACTIONS (Details Narrative) link:presentationLink link:calculationLink link:definitionLink 995646 - Disclosure - SUMMARY OF INFORMATION RELATED TO COMMON STOCK WARRANTS (Details) link:presentationLink link:calculationLink link:definitionLink 995647 - Disclosure - SHARE-BASED PAYMENTS (Details Narrative) link:presentationLink link:calculationLink link:definitionLink 995648 - Disclosure - SUMMARY OF OPERATING LEASE ASSETS AND LIABILITIES (Details) link:presentationLink link:calculationLink link:definitionLink 995649 - Disclosure - SUMMARY OF OPERATING LEASE OBLIGATIONS (Details) link:presentationLink link:calculationLink link:definitionLink 995650 - Disclosure - LEASE OBLIGATIONS (Details Narrative) link:presentationLink link:calculationLink link:definitionLink 995651 - Disclosure - CONTINGENCIES (Details Narrative) link:presentationLink link:calculationLink link:definitionLink 995652 - Disclosure - SUBSEQUENT EVENTS (Details Narrative) link:presentationLink link:calculationLink link:definitionLink EX-101.CAL 7 dbgi-20240930_cal.xml XBRL CALCULATION FILE EX-101.DEF 8 dbgi-20240930_def.xml XBRL DEFINITION FILE EX-101.LAB 9 dbgi-20240930_lab.xml XBRL LABEL FILE Class of Stock [Axis] Common Stock, par value $0.0001 per share Warrants, each exercisable to purchase one share of common stock Related and Nonrelated Parties [Axis] Related Party [Member] Undesignated Preferred Stock [Member] Series A Convertible Preferred Stock [Member] Series C Convertible Preferred Stock [Member] Equity Components [Axis] Preferred Stock [Member] Common Stock [Member] Additional Paid-in Capital [Member] AOCI Attributable to Parent [Member] Business Acquisition [Axis] Harper & Jones LLC [Member] Stateside [Member] Sundry [Member] Disposal Group Classification [Axis] Disposal Group, Disposed of by Sale, Not Discontinued Operations [Member] Disposal Group Name [Axis] Harper & Jones, LLC [Member] Collaborative Arrangement and Arrangement Other than Collaborative [Axis] H&J Settlement Agreement [Member] Legal Entity [Axis] D. Jones Tailored Collection, Ltd [Member] Antidilutive Securities [Axis] Common Stock Warrant [Member] Share-Based Payment Arrangement, Option [Member] Bailey [Member] Finite-Lived Intangible Assets by Major Class [Axis] Customer Relationships [Member] Indefinite-Lived Intangible Assets [Axis] Trade Names [Member] Short-Term Debt, Type [Axis] Convertible Debt [Member] Target Capital 1 LLC [Member] Debt Instrument [Axis] First PPP Loan [Member] PPP Loan [Member] Merchant Advances [Member] Merchant Advance from Shopify Capital [Member] Gynger, Inc. [Member] Promissory Note Payable [Member] Long-Term Debt, Type [Axis] Notes Payable to Banks [Member] March 2023 Notes [Member] Statistical Measurement [Axis] Maximum [Member] ATM Agreement [Member] Securities Purchasement [Member] Class of Warrant or Right [Axis] Series A Warrants [Member] Series B Warrants [Member] Warrant [Member] Merchant Advances From Gynger Inc [Member] Series A Convertible Preferred Stock [Member] Securities Purchase Agreement [Member] Statement of Income Location, Balance [Axis] Selling and Marketing Expense [Member] Geographic Distribution [Axis] Corporate Office and Distribution Center [Member] Showroom Space [Member] Loss Contingency Nature [Axis] Trade Payables [Member] Subsequent Event Type [Axis] Subsequent Event [Member] Litigation Case [Axis] Bailey LLC [Member] Short Term Notes Payable [Member] Vendor [Member] Original Notes [Member] Exchange Notes [Member] Settlement Agreement [Member] Securities Purchase Agreements [Member] Pre-funded Warrants [Member] Statement [Table] Statement [Line Items] Document Type Amendment Flag Amendment Description Document Registration Statement Document Annual Report Document Quarterly Report Document Transition Report Document Shell Company Report Document Shell Company Event Date Document Period Start Date Document Period End Date Document Fiscal Period Focus Document Fiscal Year Focus Current Fiscal Year End Date Entity File Number Entity Registrant Name Entity Central Index Key Entity Primary SIC Number Entity Tax Identification Number Entity Incorporation, State or Country Code Entity Address, Address Line One Entity Address, Address Line Two Entity Address, Address Line Three Entity Address, City or Town Entity Address, State or Province Entity Address, Country Entity Address, Postal Zip Code

Country Region City Area Code Local Phone Number Extension Written Communications Soliciting Material Pre-commencement Tender Offer Pre-commencement Issuer Tender Offer Title of 12(b) Security No Trading Symbol Flag Trading Symbol Security Exchange Name Title of 12(g) Security Security Reporting Obligation Annual Information Form Audited Annual Financial Statements Entity Well-known Seasoned Issuer Entity Voluntary Filers Entity Current Reporting Status Entity Interactive Data Current Entity Filer Category Entity Small Business Entity Emerging Growth Company Elected Not To Use the Extended Transition Period Document Accounting Standard Other Reporting Standard Item Number Entity Shell Company Entity Public Float Entity Bankruptcy Proceedings, Reporting Current Entity Common Stock, Shares Outstanding Documents Incorporated by Reference [Text Block] Entity Listing, Par Value Per Share ASSETS Current assets: Cash and cash equivalents Accounts receivable, net Due from factor, net Inventory Prepaid expenses and other current assets Total current assets Property, equipment and software, net Goodwill Intangible assets, net Deposits Right of use asset Total assets LIABILITIES AND STOCKHOLDERSâ€™ EQUITY Current liabilities: Accounts payable Accrued expenses and other liabilities Due to related parties Convertible note payable, net Accrued interest payable Loan payable, current Promissory note payable, net Right of use liability, current portion Total current liabilities Loan payable Right of use liability, non current portion Deferred tax liability Total liabilities Commitments and contingencies Stockholdersâ€™ equity: Preferred stock, value Common stock, $0.0001 par, 1,000,000,000 shares authorized, 3,769,859 and 1,114,359 shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectively Additional paid-in capital Accumulated deficit Total stockholdersâ€™ equity Total liabilities and stockholdersâ€™ equity Preferred stock, par value Preferred stock, shares authorized Preferred stock, shares issued Preferred stock, shares outstanding Common stock, par value Common stock, share authorized Common stock, share issued Common stock, shares outstanding Income Statement [Abstract] Net revenues Cost of net revenues Gross profit Operating expenses: General and administrative Sales and marketing Distribution Impairment of intangible assets Change in fair value of contingent consideration Total operating expenses Income (loss) from operations Other income (expense): Interest expense Other non-operating income (expenses) Total other income (expense), net Income tax provision Net loss from continuing operations (Loss) from discontinued operations, net of tax Net loss Weighted average common shares outstanding - basic Weighted average common shares outstanding - diluted Net loss per common share - basic Net loss per common share - diluted Balance Balance, shares Issuance of common stock pursuant to private placement Issuance of common stock pursuant to private placement, shares Offering costs Shares issued for services Shares issued for services, shares Shares and warrants issued with notes Shares and warrants issued with notes, shares Stock-based compensation Net loss Cancellation of notes and issuance of preferred stock Cancellation of notes and issuance of preferred stock, shares Issuance of Series B preferred stock Issuance of common stock pursuant to disposition Issuance of common stock pursuant to disposition, shares Cancellation of Series B preferred stock Issuance of common stock pursuant to private placement, net of offering cost Issuance of common stock pursuant to private placement, net of offering costs (in shares) Exercise of Warrants Exercise of warrants (in shares) Common shares issued for cash Common shares issued for cash, shares Conversion of preferred shares into common stock Conversion of preferred shares into common stock, shares Conversion of loan into common stock Conversion of loan into common stock, shares Balance Balance, shares Statement of Cash Flows [Abstract] Cash flows from operating activities: Adjustments to reconcile net loss to net cash used in operating activities: Depreciation and amortization Amortization of loan discount and fees Loss on extinguishment of debt Loss on disposition of business Stock-based compensation Shares issued for services Change in credit reserve Discontinued operation Non-cash lease expense Changes in operating assets and liabilities: Accounts receivable, net Due from factor Inventory Prepaid expenses and other current assets Accounts payable Accrued expenses and other liabilities Deferred revenue Accrued interest payable Due to related parties Lease liabilities Net cash used in operating activities Cash flows from investing activities: Cash disposed Purchase of property, equipment and software Deposits Net cash provided by (used in) investing activities Cash flows from financing activities: Repayments from related party advances Advances from factor Issuance of loans and note payable Repayments of convertible notes and loan payable Insurance for common stock for cash Exercise of warrants Issuance of common stock in public offering Offering costs Net cash provided by financing activities Net change in cash and cash equivalents Cash and cash equivalents at beginning of period Cash and cash equivalents at end of period Supplemental disclosure of cash flow information: Cash paid for income taxes Cash paid for interest Supplemental disclosure of non-cash investing and financing activities: Right of use asset Shares issued for services and conversion of accounts payable Conversion of preferred shares into common stock Conversion of notes into preferred stock Pay vs Performance Disclosure [Table] Executive Category [Axis] Individual [Axis] Adjustment to Compensation [Axis] Measure [Axis] Pay vs Performance Disclosure, Table Company Selected Measure Name Named Executive Officers, Footnote Peer Group Issuers, Footnote Changed Peer Group, Footnote PEO Total Compensation Amount PEO Actually Paid Compensation Amount Adjustment To PEO Compensation, Footnote Non-PEO NEO Average Total Compensation Amount Non-PEO NEO Average Compensation Actually Paid Amount Adjustment to Non-PEO NEO Compensation Footnote Equity Valuation Assumption Difference, Footnote Compensation Actually Paid vs. Total Shareholder Return Compensation Actually Paid vs. Net Income Compensation Actually Paid vs. Company Selected Measure Total Shareholder Return Vs Peer Group Compensation Actually Paid vs. Other Measure Tabular List, Table Total Shareholder Return Amount Peer Group Total Shareholder Return Amount Net Income (Loss) Company Selected Measure Amount Other Performance Measure, Amount Adjustment to Compensation, Amount PEO Name Name Non-GAAP Measure Description Additional 402(v) Disclosure Pension Benefits Adjustments, Footnote Erroneously Awarded Compensation Recovery [Table] Restatement Determination Date [Axis] Restatement Determination Date Aggregate Erroneous Compensation Amount Erroneous Compensation Analysis Stock Price or TSR Estimation Method Outstanding Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Not Yet Determined Name Forgone Recovery due to Expense of Enforcement, Amount Forgone Recovery due to Violation of Home Country Law, Amount Forgone Recovery due to Disqualification of Tax Benefits, Amount Forgone Recovery, Explanation of Impracticability Name Compensation Amount Restatement does not require Recovery Awards Close in Time to MNPI Disclosures [Table] Award Type [Axis] Award Timing MNPI Disclosure Award Timing Method Award Timing Predetermined Award Timing MNPI Considered Award Timing, How MNPI Considered MNPI Disclosure Timed for Compensation Value Awards Close in Time to MNPI Disclosures, Table Name Underlying Securities Exercise Price Fair Value as of Grant Date Underlying Security Market Price Change Trading Arrangements, by Individual [Table] Trading Arrangement [Axis] Material Terms of Trading Arrangement Name Title Rule 10b5-1 Arrangement Adopted Non-Rule 10b5-1 Arrangement Adopted Adoption Date Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated Termination Date Expiration Date Arrangement Duration Insider Trading Policies and Procedures [Line Items] Insider Trading Policies and Procedures Adopted Insider Trading Policies and Procedures Not Adopted Organization, Consolidation and Presentation of Financial Statements [Abstract] NATURE OF OPERATIONS GOING CONCERN Accounting Policies [Abstract] SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES Due From Factor DUE FROM FACTOR Goodwill and Intangible Assets Disclosure [Abstract] GOODWILL AND INTANGIBLE ASSETS Liabilities And Debt LIABILITIES AND DEBT Equity [Abstract] STOCKHOLDERSâ€™ DEFICIT Related Party Transactions [Abstract] RELATED PARTY TRANSACTIONS Share-Based Payment Arrangement [Abstract] SHARE-BASED PAYMENTS Lease Obligations LEASE OBLIGATIONS Commitments and Contingencies Disclosure [Abstract] CONTINGENCIES Subsequent Events [Abstract] SUBSEQUENT EVENTS Basis of Presentation Reverse Stock Split Unaudited Interim Financial Information Principles of Consolidation Discontinued Operations Use of Estimates Cash and Equivalents and Concentration of Credit Risk Fair Value of Financial Instruments Accounts Receivable and Expected Credit Loss Inventory Goodwill Annual Impairment Net Loss per Share Recent Accounting Pronouncements SCHEDULE OF INVENTORY SCHEDULE OF POTENTIALLY DILUTIVE ITEMS OUTSTANDING SCHEDULE OF DUE TO/ FROM FACTOR SCHEDULE OF GOODWILL ATTRIBUTABLE TO EACH BUSINESS COMBINATION SCHEDULE OF INFORMATION RELATING TO THE COMPANYâ€™S IDENTIFIABLE INTANGIBLE ASSETS SCHEDULE OF ACCRUED EXPENSES AND OTHER LIABILITIES SCHEDULE OF MERCHANT ADVANCES SCHEDULE OF PROMISSORY NOTES PAYABLE, NET SUMMARY OF INFORMATION RELATED TO COMMON STOCK WARRANTS SUMMARY OF OPERATING LEASE ASSETS AND LIABILITIES SUMMARY OF OPERATING LEASE OBLIGATIONS Collaborative Arrangement and Arrangement Other than Collaborative [Table] Collaborative Arrangement and Arrangement Other than Collaborative [Line Items] Percentage of equity acquired Aggregate cash payment agreed to pay Issuance of common stock, shares Percentage of membership interest Net loss Working capital deficit Raw materials Work in process Finished goods Inventory Antidilutive Security, Excluded EPS Calculation [Table] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Total potentially dilutive shares Reverse stock split conversion ratio Cash and cash equivalents in bank deposit Allowance for credit loss Impairment to intangible assets Schedule Of Due To From Factor Outstanding receivables: Without recourse With recourse Matured funds and deposits Advances Credits due customers Due from factor, net Restructuring Cost [Table] Restructuring Cost and Reserve [Line Items] Intangible Asset, Finite-Lived [Table] Finite-Lived Intangible Assets [Line Items] Gross Amount Accumulated Amortization Carrying Value Indefinite-lived Accumulated Amortization Indefinite-lived Impairment of intangible asset Amortization expense Schedule Of Accrued Expenses And Other Liabilities Accrued expenses Payroll related liabilities Sales tax liability Other liabilities Accrued expenses and other liabilities, Total Short-Term Debt [Table] Short-Term Debt [Line Items] Principal Less: unamortized debt discount Merchant cash advances, net Notes â€“ principal March 2023 Notes - unamortized debt discount Convertible debt Principal amount Maturity date Principal and interest payment Repayment of debt Number of share of common stock Accrued liabilities Debt instrument, forgiveness Long term debt, gross Repayments of debt Unamortized debt discount Interest expense Repayments Secured debt Debt conversion amount Debt conversion shares issued Original issue discount Net proceeds Maturity date Percentage of notes to be repaid, if the Company completes a debt or equity financing of less than the threshold amount Percentage of notes to be repaid, if the Company completes a debt or equity financing of greater than the threshold amount Percentage of notes to be repaid, if the Company completes a debt or equity financing of less than the threshold amount Repayments of principal Amortization of debt discount Payment for promissory note payable Accumulated Other Comprehensive Income (Loss) [Table] Accumulated Other Comprehensive Income (Loss) [Line Items] Reverse stock split Common Stock, Shares Authorized Common stock par value Voting rights Common stock, shares issued Net proceeds from issuance of common stock Stock Issued During Period, Shares, Issued for Services Stock Issued During Period, Value, Issued for Services Conversion of stock, shares converted Convertible preferred stock Warrants exercised Exercise price of warrants Warrant, Exercise Price, Increase [custom:PlacementAgentFeesAndExpenses.] Preferred stock, shares authorized (in shares) Stated value Conversion price (in dollars per share) Number of shares resulting from conversion Preferred stock, par value (in dollars per share) Issue price (in dollars per share) Convertible preferred stock value Redemption percentage Other current liabilities Class of Warrant or Right [Table] Class of Warrant or Right [Line Items] Warrant Outstanding Beginning Balance Weighted Average Exercise Price Outstanding Beginning Balance Warrant Outstanding, Granted Weighted Average Exercise Price Outstanding, Granted Warrant Outstanding, Exercised Weighted Average Exercise Price Outstanding, Exercised Warrant Outstanding, Forfeited Weighted Average Exercise Price Outstanding, Forfeited Warrant Outstanding Ending Balance Weighted Average Exercise Price Outstanding Beginning Balance Common Stock Warrants Exercisable Weighted Average Exercise Price Exercisable Weighted Average Exercise Price Exercisable Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Option outstanding Option outstanding exercise price Stock-based compensation expense Unrecognized compensation cost related to non-vested stock option Share-based arrangement, non-vested weighted average period Summary Of Operating Lease Assets And Liabilities Assets ROU operating lease assets Liabilities Current portion of operating lease Non Current portion of lease liability Total operating lease liabilities Weighted average remaining lease term (years) Weighted average discount rate Summary Of Operating Lease Obligations Future minimum payments Less imputed interest Total lease obligations Rent expense Operating lease liability Discount rate Loss Contingencies [Table] Loss Contingencies [Line Items] Loss contingency amount Accounts Payable, Trade Legal Fees Loss contingency amount Subsequent Event [Table] Subsequent Event [Line Items] Debt instrument, face amount Payment for debt extinguishment Pre-transaction shares outstanding percentage Shares decrease Cancellation of shares Common stock, shares, issued Warrants to purchase common stock Share price per share Warrant exercise price Offering description Proceeds from offering Cash fee percentage Non-accountable expense allowance Legal expenses Agent closing costs Warrants, each exercisable to purchase one share of common stock Common Stock, par value $0.0001 per share Convertible note payable current. Undesignated Preferred Stock [Member] Series A Convertible Preferred Stock [Member] Series C Convertible Preferred Stock [Member] Distribution expenses. Change in fair value of contingent consideration. Harper & Jones LLC [Member] Stateside [Member] Sundry [Member] Stock issued during period value cancellation of notes. Aggregate cash payment agreed to pay. Harper & Jones, LLC [Member] H&J Settlement Agreement [Member] D. Jones Tailored Collection, Ltd [Member] Stock issued during period value series B preferred stock. Stock issued during period value pursuant to disposition. Percentage of membership interest Working capital deficit. Number of shares preferred stock and warrants for common stock issued. Stock issued during period shares cancellation of notes. Stock Split Policy [Policy Text Block] Stock issued during period shares pursuant to disposition. Unaudited Interim Financial Information [Policy Text Block] Stock issued during period value net of issuance costs new issues. Stock issued during period net of offering costs shares new issues. Exercise of warrants. Exercise of warrants in shares. The amount of conversion of preferred stock into common stock in shares. Annual Impairment Policy [Policy Text Block] The amount of conversion of preferred stock into common stock in shares. ATM Agreement [Member] Due From Factors Disclosure [Text Block] Schedule of Related Party Due From Factor [Table Text Block] Donohoe Advisory Associates [Member] Outstanding receivables abstract. The amount of outstanding receivables without recourse of factor. The amount of outstanding receivables with recourse of factor. Carrying value as of the balance sheet date of matured funds and deposits with related parties, classified as current. The amount of advances from related parties. Due to customers. Securities Purchasement [Member] Series B Warrants [Member] Series A Warrants [Member] Schedule Of Finite Lived And Indefinite Lived Intangible Assets [Table Text Block] Indefinite lived intangible assets accumulated amortization. Placement agent fees and expenses. Liabilities And Debt Disclosure [Text Block] Merchant Advances From Gynger Inc [Member] Target Capital 1 LLC [Member] Series A Convertible Preferred Stock [Member] First PPP Loan [Member] Bailey [Member] PPP Loan [Member] Merchant Advances [Member] Change in credit reserve. Noncash lease expense. Increase decrease in discontinued operations. Merchant Advance from Shopify Capital [Member] Increase decrease in due from factor. Gynger, Inc. [Member] Promissory Note Payable [Member] March 2023 Notes [Member] Percentage of notes to be repaid, if the Company completes a debt or equity financing of less than the threshold amount. Debt instrument percentage of notes to be repaid if company completes debtor equity financing of amount equal to or greater than threshold amount. Debt instrument original interest discount percentage. Proceeds from disposal of cash. Amendment To March 2023 Notes [Member] Amount of cash inflow (outflow) to factor. Amount of proceeds from Issuance of loans and note payable. Tabular disclosure of promissory notes payable, net. Shares issued for services and conversion of accounts payable. Cancellation of notes and issuance of preferred stock. Securities Purchase Agreement [Member] Common Stock Warrant [Member] Represents the Class of Warrant or Right, Warrants Granted. Class of warrant or right warrants granted weighted average exercise price. Class of warrant or right warrants exercised. Class of warrant or right warrants exercised weighted average exercise price. Class of warrant or right warrants forfeited. Class of warrant or right warrants forfeited weighted average exercise price. Class of warrant or right warrants exercisable. Warrants, weighted average exercise price exercisable. Corporate Office and Distribution Center [Member] Showroom Space [Member] Trade Payables [Member] Bailey LLC [Member] Short Term Notes Payable [Member] Vendor [Member] Loss contingency claims settled value. Redemption percentage. Conversion of preferred shares into common stock. Original Notes [Member] Exchange Notes [Member] Settlement Agreement [Member] Pre-transaction shares outstanding percentage. Shares increase (decrease) upon cancellation of shares. Securities Purchase Agreements [Member] Pre-funded Warrants [Member] Cash fee percentage. Non accountable expense allowance. Series A Convertible Preferred Stock [Member] [Default Label] Assets, Current Assets Liabilities, Current Liabilities [Default Label] Equity, Attributable to Parent Liabilities and Equity Gross Profit Operating Expenses Operating Income (Loss) Interest Expense, Nonoperating Nonoperating Income (Expense) Income Tax Expense (Benefit) Income (Loss) from Continuing Operations, Net of Tax, Including Portion Attributable to Noncontrolling Interest Shares, Outstanding Adjustments to Additional Paid in Capital, Stock Issued, Issuance Costs StockIssuedDuringPeriodValueCancellationOfNotes Stock Redeemed or Called During Period, Value Gain (Loss) on Extinguishment of Debt Disposal Group, Not Discontinued Operation, Gain (Loss) on Disposal Share-Based Payment Arrangement, Noncash Expense Issuance of Stock and Warrants for Services or Claims ChangeInCreditReserve Increase (Decrease) in Accounts Receivable IncreaseDecreaseInDueFromFactor Increase (Decrease) in Inventories Increase (Decrease) in Prepaid Expense Increase (Decrease) in Accounts Payable, Trade Increase (Decrease) in Accrued Liabilities and Other Operating Liabilities Increase (Decrease) in Interest Payable, Net Increase (Decrease) in Due to Related Parties, Current Net Cash Provided by (Used in) Operating Activities Payments to Acquire Productive Assets Payments for (Proceeds from) Other Deposits Net Cash Provided by (Used in) Investing Activities ProceedsFromRepaymentsToFactor Payments of Stock Issuance Costs Net Cash Provided by (Used in) Financing Activities Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Excluding Exchange Rate Effect Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations Right-of-Use Asset Obtained in Exchange for Operating Lease Liability ConversionOfPreferredSharesIntoCommonStock Forgone Recovery, Individual Name

Outstanding Recovery, Individual Name Awards Close in Time to MNPI Disclosures, Individual Name Trading Arrangement, Individual Name Inventory, Policy [Policy Text Block] Goodwill and Intangible Assets, Goodwill, Policy [Policy Text Block] Net Income (Loss), Including Portion Attributable to Noncontrolling Interest Inventory, Gross AdvancesWithRelatedPartiesCurrent Due to customers IndefiniteLivedIntangibleAssetsAccumulatedAmortization Long-Term Debt Debt Instrument, Maturity Date, Description DebtInstrumentOriginalInterestDiscountPercentage Class of Warrant or Right, Outstanding ClassOfWarrantOrRightExercisePriceOfWarrantsOrRightsExercisable Lessee, Operating Lease, Liability, Undiscounted Excess Amount LossContingencyClaimsSettledValue EX-101.PRE 10 dbgi-20240930_pre.xml XBRL PRESENTATION FILE EXCEL 61 Financial_Report.xlsx IDEA: XBRL DOCUMENT begin 644 Financial_Report.xlsx
M4$L#!!0 (-6#;ED'04UB@0 +$ 0 9&]C4')O<',O87!P+GAM M;$V/0L",1!$_\IQO;=!!P=!P+GAM M;$V/0L",1$_\IQO;=!P4]B0-!2L+(/>QLOD1&1#LD)^OCG!CVX>;QA&WPIG M*N*I#BV&5(_C(I(/!47BK9.7:7=N')=HI6-F.Y!#OGDK7B.YANJQ<&4GPZ4AW_!0UB[R;UEA_6\#MI7E!+ P04 " #5@VY9J@ $ 0 &O1O8!!R;W!S+V-O<F4N>&UL M:L,P/[-$^#!U=#PT0#PX0X6O:L"J8#;,'82P-.@#&*Z,Q`!Q\$1`L`!8H-(8!(G;5(K>!V!9`^BNAE%Z+T'J'J"OG#]!RV'JJ+4'Y)S/!2 1V'I9R?*&B!`4/JR47"L_Z_C-C,"V8T.*C=Z-#T4,J/?:NFV[X_%*U2!K*#F!</W=MVO!*+!!(+)20P_$1\(#%&1&-`2$@L#J7R.>.>60'Q5.[OH$E=`P!2H#='YGXSHJD%NYXGYBUbf-!C+BAC'X'O[Q0VQ6GG.:C.,^&%CJ6`^3?I#>J2SX*JBW.1:0S^>=U'U+8U1,HM#H3.OQTNYPBQ)W&[S#:DNJ5!=U.3@RE[V)L5F\E3BO(B1D]L]2=#W%$*GB1^M#2VBC@%4;Z^2!NQ5YD0*+7F-`$@2U3!3)9[Z\=EI&<%B,4;<;^*W\>&3 MVO!*=%*FAl6V$>=R:Z]MY/_LF$!Z[`V@.\@:)LFN(\$1^:^$.SZ^#^"7W<0$W<0!

H$NGQ.*EVEI_2_;=K:3B&6M=;KNG!%!+53XY[N.A__BD'8.J<<=-O(H?^&. MKQ9&;YDA:XQ&#SY5[XW@A**B/#]#7P7ZN=7GNYO;S^SZ[O;ZX\/M(G$8DCXD
M6>=^%=S3'[C_S+YJY2K+/JH<\I?^"4(9*0]GJOTS8"/T(S9;!*S=)+.WX@W M&_*;^7BG/XAW9TJNQ%^<)!"S:ZVLEB+G01$J9_<&+*@7%G3!/@G%52:X9(^X M""@_9]D?EVOK#
KHSV,,!0"SXP"HJ2YLPS-81@WM9380K=Z_FYY./KR1WGQ(M;_Y6]'\OWYONQ\'=WGW[.$HOV(O8[%L%(YYENFZX>A:J9)G&DBL+.3UUK.)+ M,1!H]P16? -L#: 8;M-
P@W;$/RMU%RD#HZB[A(W9MA)918OHW4B,89FK "< MEUTA1U@H;MUB:Y/,?% M,26'VO"I(5:+IHZ5H,#XE!JC"X%
[H74&C'X:+Z<1F5KL49Q]:*9PA$J-L"P% M_XF=Q6>SDWA^,F.G\4EZ'D_.4S8]C2?S>7PRGWM"NSW?OSM/IVI8]0!8D%H4F!QTJHQ.QP!-
,R.PYS/BA,9[W5KXMG);5C+F3K.Q5!P4Y81SO;"@=#I64.!H/>%(=YC%"8K>KE\5H 1:MRK&0% MGM9GAI%\UC1H#!,%FMB0\.Y^GP, GM71P*K/!R/L M,<$.&<%2^:8AQWZZ,)QABE T'
NK;3>TAB)PNX>,LZ4UAG07^B/LXZ%=2KX7IY;0F02)1UA:M'(7I&M!H@S=$=NQ<2PZN*#68TE_$+ UCY<)M95@= M[GJ7X8JS-P\7Q:_@1 #E+P &0 'AL M+W=O\ MS2BVD_HNL3.1W4[GYCY
(B2AH0@%(*VHO_Z>78 D:,MN>OO3%7FNE"?K'#5:B7M]JW*S>;UWN%>_<5G MO5B6],7!FU=KN5 35=ZM/UG\==!(R?1*%4Z;0E@U?[TW/GSQ=DC/\P._:K5Q MT6=!)YD:\X7^N,I>[_5)
(96K64D2)/Z[5^92J?.3?Z;SLKEZ[W3/9&IN:SR\K/9_*+">48D;V9RQ_^*C7]V>+0G9I4K MS2HLA@8K7?C_Y;=@AVC!:?^)!8.P8,!Z^XU8RPM9RC>OK-D(2T]#&GW@H_)J M**
<+/X\^_BYIV87+V_OGIW=3Z^OA7C_.;N^O;J^OW MXM/-AZOSJ\O)JX,2^]&J@UF0_=;+'CPA^TQ\-$6Y=.*RR%3677\ /1ME![6R M;P?/"IRH=4\<]5,QZ ^&S\@[:@Y_Q/*.GY
WGLU,592Z6(A/)MN+6_/C#X?'_9?/:#MLM!T^)_W_M=-7SLJ]O;B^3HQ?B^_<0;Z73+C%S\8F.6I22H^QVJ1+9FE46&4]W;2S_M:Z- MC%7E4HESLUK+8BMFIJ#T(DHCHK5KJXN97N=X?
J$*966>;^EWM2Y5)G3!(NX* M37]-L+V7.UXIJVG"TX'@_[+]^/Q)_YX^/+GGOBL[I5U*IF49O9%3-:Y M+L5-D8RK!4)-# X96DZD#B/S,55X9-I;"\V!)VZJA>253)D/__)
MP729I*^G,H<<[,8Y6_*A)V23U539)CK\$?Y2F".[(<>6[$FD>LMJ.0$-64*Y MM$JQ&PM 1JQ\0"L*Z)V[TI-D0OX D3/IEF*.U-^*?$904@MJY2SEO1)3I0K@ M0:VE)0ML8_2D8EU95\FB)/S0#
[8BS'CH+:H\G"A@;G)YWFBB@VOFC6M:>_22 MNQ)/>O.0/G58_;5L,DO($F:M"W(?,+"2!<@&/9$2J2!V(. X'/X/ MI !>F=8;4SQ26!3PJW(1*!J$WF1&OQ$$^/)+1')[1H]I-LT$[/U)]W>J633;P?:YVZ"8$
0EZO M3ZH9ZQE2+=&J>H]ZK?JVAF'AIOI@6R5MB/8+2/!9PZ?;8>^Y+!AIO2N![?2\ M6YHJQ]E('\D@P)H_JL(3P09*(3*H.AR>O'1_$UJ&HMMZGIE!2$C]OM _U!>7N M[Q@O*.B#S5?
C1P6;0PM?;Y8&.6_?; JJ)=74Z4P#&K#)6PFUM[X>^.*L,Y7, MK5DUN&2IS] 08")%4[. @2+!]QYD!> S'F YDB.B"+ MO$"..\0G*CCVIH5S2.Y(:1I>8X\UAVU%(]ISZ9R>:PB'AVNBPMZ@1$"IB1=W
M(AW)&-2!< QCFI42/R'-NI\%'S^+-(H"K"?NX"A8Y!)Y9\7FH:CP:;&30!XB MY@DOULKJJV9DLC7-7JS7KEG#)D/,Y)4L?YD3I*"NM M&GS@>15"()=RJL&"
(3T0:5A3L#'7]#6NQ>)ND!%V:LY9=*>,FT"<9="1,M@ M9"^=$A("P(FLXNS=+F*JR>FV)R9Z4<#9,RJO3UJC+AL E(]AIYZ-I%1,J[(+) MGP36DM&4X@%H"&*).-'PJ;;L#JB>FV*QGVMFFFRA-
#8:ZT2_"'OO>) M.#*C3^=-_9=T?(K:]F18OD2=,\28<[81@A?AE8HO!8(:X8^>9K-4A4_&"5E[MI2PEP^%>(-4D(XM M+/R1>^*\?3[RO26=B:6U*=NCA?[:+/6,:PG1*XYTMALRV:Q$%D_JI1I M1)
5(0D:%T4<=@=13DBE2P0H#MC4&>3S&?YH<\ Y6!(,^UF[+YPBHBZ*8>&8 MSRSU8HD2G6N(0VXFVN)CBW,!V=?J!5";P[(E_;9EX*&VD^L*X?2WFJ1[SS&3 M5ZUR.&2W]R#RWC8!CRI?
EXUFVI-(%!#B-ML=XF]WY#I^BL0_?)R\,97%%X3" MVJ">--D\Y62B5XHQM(7'9XI*G\I"1ZD+RDN9#TP^T3_$8-1/^_V^>(>83'X% MVC@-Q1V<*VWEHSQRP8Z4K*,G
ZMLVJ)=YT@]$=9MQDK;PK266XH<_L92^6B? MR2J54$.@E=&7LPT<1]<&K)TAMQ=!Y$X +)DK#XV\L]?IDHGE==-C!F8(;,E3.>E=&]!P'
M%VJ.HY8N]H7G.*UDYK4\P"H@PE4SZN3F5=Y+6E3P,Y2/L?5^=]04S @T>B97 MIQ;L2,%6']01R!)?(\E"2+%@8C2?WX&-M"F!5)*Z;INB=:.4%&B>TRO44EDH M4SF62479PY"F4TG76@
MLSMZ;O9V8X*6F/H\P(4=,40/-4BNS8$&[N%7CT @%Y)RHF=5K9EX,N']3S6_ MQ2+2',Z]C0SZMM20D&$8JT5:H%8Q,^E+7W=KCZ%Z3 M=[U/.AK'Q$FZNA-BCN97JZR7Q 25D G^XIIP-
LSO&J/6D1 F,="$AJ[0:EHY MQ++SR7DIF1)"-0W89@UJ?>*J9WA@-IHBF,?,AN(F8'Z(#AS03@*RRQ(%A&= MY(DAZ_MU2 B&CG^D_VD"_B#$'O/^(_>(S,YCNA#5]>D43XFG#*DE8*+-4_>C&Y
M_7#AIY_:NG)?%VGB/YFJ\V#=]S<]OY\ @.O;K><63=/3]O)/#;%WF[?A431P M0$(H-249\A#BTCM]8: .'$L5VM'$%+T ![<-WP8+H/!)9D*@Q8J&@(YSGY4; M(B6 O0!%9\N< ."/#6>?5(LQGFS0TA
HYX M(2;GOUQ>W'VX3&[>B:OK7R^O;V\^_YYTS1);(V$;D4F2SQV-_R%.!H/T[/@(MGX[/1NGHM)_\UBI%#00HI-1>G1ZDKR+;>?$47K2/TL/8>VC='1\ MFAX?'24M& '3M#_LIZ/#4WP>IJ?
#L_08?/D]UFXT#%E_8'L !7#27#,8J?(6 M"U^X/)ODG,9I"B5=D0\1?Y53J$R">N!V]HAD"JKZI\\2TT9D>9[]#/ YJ>D M-#W+_1BV[:E9C6H=RKR9^=''-S$\CPIB?I@7$_VV+J_NGFTB/9;\=FXR/'77Q
MI)"/]F:ZFQ@>(!!T.';8 '#%5\C0GCB+IGTV;>*@I,F4$ZF"V(NQU.9_4?G6 MMVIDFF:HSX2[H>TR&G)4!:]/VAZ/TVM-]7VE8OI$[@*MHW9IMC34J!+#5=9? MTF&36&-_"%]C29<"\>0HU1M?
E*"%YHH1Z^'H1D-V=IIN41G=<^+GO&;[\$CD M6T:UHA:;KNIRIJ0 Q)JY<8BTKW1K4HN-L$&>0HC.@WG;?)W6O-#?1D#,#D^E M?\/TZ4[?I=Q_)
(\]$OJE9W3W*./VB\=Z62_,CY.K]IEQF>PH4=$\)2;;=)8' M$<%M8HS].H#"X^$6H/ZS?*I_?-0E3RW?*\J5:J9<-3-Y@,KV>J$#HI1 2:IR M'3.A^ R'N\L/HPSV3J:JYCJ4D7PD/P&YC:0[&)!$ON\
(G:M5OH)0JBCEHJ!I M83-L)#Z"!M$C6_OBQM-LZXO&C@EN0BF/V"10_(>JA]W>DMR(0*:2X*LH)D37 M6,=V;MXI7[2FWCK([[;J!4] 7#2R[8D[9,;D$/WM.="[5@L(0,\1 :]1R3[W+X3<1-
?;=,J7*_WIA1 M3'3GKX[+UK$*Q]V/X_?@4D[+GT,7AXY^2H:8+#C.3(O)S :)#UA/!#O5_7HJKV\N/$W%S=SNY M'5]?7%V_C]J8SD:=[WD",>Z,JP']N6(:XE^\&IRD_;.3\%^]Y/S9)2?#]&QX
M)HX&A^G1V9 ("F.8?]N@XDB*K$$Z0(_4'QV*P=%)>C(\#^C^ M'9TFMZ:43V' 1\8 W1;:*?1FHU-(.QOQ!8+K2.0FLMY>3@V!A*Y.*[3;\WVX M>QJJJNWS?;,O2S191-
J,WW2TIL#G6;BDO"J2?TI01O"C]KVQYIX_,_RRW7AR M1[_V]_O'U().2\[M@Y?TT9>I<[:RJ^5]/R6DB)?>$._-'XMD6.#2[*_U?,3 MTZ;[#JOJUB%^JR79^9X9)8ZBG8Z&D53L(A_F7K_8.]QRLHO"=:
(_G&4VDX-; M/'O+2K!KA@_/[-X.$.NDSJC[* DP 6_Q!7?'!0."P!//T.L5 M'C:3-B-/VII;8XZ*W$3">I_!_:SV-.?%KG=X#Z)7KU?*+O@%E6?"I9)P M+SV W^G%Q/H/VJ!YL__-?P%02P,$% @ U8-N6;;P6A3G
@ #@8 !D M !X;"]W;W)K<VAE971S+W-H965T-S<0)#BI;G M+BUMI:UK!1*CTQ[@M9M.S[W[^G^V[3G="?E<5 MHH:?;<5DHA6Z;)E%M?=1)988/:QH^"8.2WK.;N M?
&KGN5*GK=U!QO):B^;9G\=86-V,WN*NWE383_GS:L2W>HW[L;B59 M_H%2U"UR50L.$LN9>QE.KA+C;QV^UKA31V,PF6R$^&Z,3\7,#8P@;##7AL#H M\X0+;!H#
(AD_]DSWL*4)/!X_TURUIM:8X/;]^7,+J;GT#]\O%P_INZFN" MFB4_WP.N!D#T"F ,-X+K2L&2%UC\'>^3F(.BZ%G15702>(_=.<2!!U$0)2=X M\2'#V/)&KV78(ZRD:&%%+T#(ES(< /'+
%,6$]6Q'&/GI;->6=##VC^&.713&ML-2GM=UYCOC=!SS-V9"XR= M=:^59KP@(A5QCO43VS2H)LZW6E?4) OC<.0%24JC+,B*(ZMTQ^/ M,//&XP3&8R]4^>&Z5YB
67/"P6T!55C)U2M%:0I<6(8I5X%#>.E9^$YRJ/$_ M[D.GO&%R6W,%#984&IQ?I"[(H?L,AA:=K?B-T)2-'5;4L%$:!UHOA=#/AMG@ M\!&ULG5;;MLX$'W75PS4[3C;-%CLBS6DYWIX9LCSK9!?
58:HX;'(2W71 MRK2NSMIME618,'4B*BSIG[60!=.TE)NVJB2RU!H5>3OPO%Z[8+QL#<_MWIT< MGHM:Y[S$.PFJ+@HFGT:8B^U%RV_M-^[Y)M-FHST\K]@&%Z@?JCM)J_!2\H+
M+!47)4A<7[0B_VS4,?I6X3/'K3J2P52R$N*K6<3I1&'V^XQCS MW#BB-+[M?+8.(8WAL;SWF?FEKIUI63.%8Y%)XJK.+UJ %*:Y9G>M[L;W&73U= MXR\1N;*_L&UTNV5+DEII4>R,*8."E\V7/>YP.#
(8>+\P"'8&@&D.9:$E_9X#*U.(2\W*#5_E")%2J!5,N$IR MH6J)\&>T4EH2;?YZ#88F2OAZ%--*9ZIB"5ZTJ%<4RN_8&GYXY_>\3V_4T#G4 MT'G+^_\XM#?]O9[M;+Z<.MTS>#L8+#-
TUB*GYN;E!K@"MF]P$&O8'-#66O)5 MK9G!6@M EF2PJA5EHA0DHECQDID^/8/%^'HZ>;B9.O/+H^#+Y7T\EA&)O1R M#M-H? VCAT4\FRX6,)[?
CN)9M(SG,X<(H[%8H;2LF6"R6_B.89"A4>B,&,_Q M"=Y#Z/K=@=\L'X;'L+#33J'B*$+B^UW&];N]9QR?GJK@8/[Z0T)LRL#[_)Z:D"] MBV9_[
(N()Y,9\OX,K9\!,1G"LIZ"2C)*F+FC+'%,9,RB>JP(D*49<:Z"_U M_]&4]YGE-3J[+4S/G+$==I1I4[@H5<8K9='KA1VWV_(_JWG=KN^.^CY\)&6 M@>L-
K=W>NK\1[68IM*:EUSC[SG=!A1V),T@*%F!T'6##AD-/+ U!Y^>=\B_ M'[J#?L_M=%X)T*?3I]C]4XBT\S/F+DWLDJXXNLPT71D:)4UR DAG3-/1I3QA M6DA[8)P.F4NKB(]<&1BW7&
<$RH;)5.W)T!"XTZ'JRB!(-*FIJA-#,/A6LYP3 MA:E Q[!!*>MO2Y2H)#=A MO!(AZ2:A<7V,S2Z;U?/A_;L#C.?WT/,W_\VW<_NSSF(S[2.T?ASLP?N-U. M"'W_E+Y]0Z!NG_AEI$Y_X
YHD+PVQ]M'%S%1>6.?&P9$HG]S)Q]V#R^:J+G(MG]6?.Y] MDQM>*LAQ3:;>2;_ MD\,9Q]%%I6]UE="4]]8,;-7&4JC0/^OA=#[MA0EP>.<-_P%02P,$% @ U8-N66WTAEF^!@ +Q !D !X;"]W;W)K
M&ULE5AI]LX$/VN7S%PBT4+L+%.R\X%R$E:Y93=2)*5N";I9 YU7@K5UU52D87UBC/NK[K]KHYY47G\MP^ MF\K+<['1&2_85(+:Y#F5NR'+Q/:BXW6:!P]\M=;F0??RO*0K-F/Z1SF5>-?=
M>UGPG!6*BP(D6UYT$N]T&)KY=L(?G&U5:PQF)Y,7A?IJ;Z\5%QS4)L8REVGB@ M>'EB(Y9EQA&F\4_ML[,/:0S;X\;[=[MV7,N<*C82V9]\H=<7G7X'%FQ)-YE^ M$-
LK5J\G,OY2D2G["]MJKH\1TXW2(J^-\3[G176ESS4.+8.^^XZ!7QOX-N\J MD,UR3#6])/=B"]+,1F]F8)=JK3$Y7IA-F6F);SG:Z#V907(W MAO%D^'C>U>C9O.^FM9=AY<5_Q\L
;D6AUPHFQ8(M7MIW,:-]6GZ3UM#_T.&, ME2<0N 1\UP_\!?LEQE8?[WWELGIG&=UPS9R3RDA8[K"5K JQM(JQ)UC(QN0$O %] M*@HE,KZ@&NWF-*-%RL#R5@%7^#HO)5?
X3BSM_*7(4#!XL0*JS#-DA&;YG$FG MH06Q4<]OWCU>2A M#8:S]VY)U_;IF%#6L9.7O5GB(.]'L1CGI>3((X=*9T)S=%S\+K6-1TA\ M3-
N/!H!6@XCT0M>9T0S?:/]\G[D#+^Z30<\%+XQ(%$;_.1MD!P:21(&^((C MB2$PSIOM(/ H-,TPUXCX08^$08SCD,11GX0#'T:B>&)2\WG&;'U HIPV\/MZ M/(Z[V37)8$L-
+I[K$M=UX9'*%=/.B);O=X(6IC-I2;N;Y_ZON>?P70ZM6#,AHF= -?-(M"C3UJ0 M4"@I)HV98"=82,JF+*\'E*>L9UU&)\I6'*IM/5K_6FS8Z8(<*.\@,1N!+CA MQ!]$<,MDNJ:%=I+%DRDF!=\W>B-
9S:@'W!]>8G%A2B89FZ?9IY>PBKG&SHW M*H:H8GIY[19H[?;$5+YB^WN@DA&S"NLG%YBN61I!#RF&Q^+>62*FAOU+FQ(H MDY*C)2T4M=U8-67>Y+'E>GTP*^D.&S\F;_HV;!G[F>U,\^55-
GNKG"Y8A1&D M5*VQZ!I+ B62!)=FP-/BP 3'X, +C1NC,&E+" ^K+"9>W[;O:M/JXT M";_!Y[4^P?_2I]O)P^@JN4,5'O^1W(U^58JF>V(CG4F V4>]T(Y1-\@@[#DW
MR*]3V!1(?.3=OPCJPM3T@JO45L*7" GN]0/X"E\\M.J1?M^#KTY#JPK09I$$ M"CP@&J3B >HZ-7DMF*&F/(JQR^[8L4DP>)+3_';NGN2/Q:RA SJUHMMRWA0@[5 M[=9I:%N!&J @]+T>:FV/N+
[;$E3"'FHC5N_)^#O\)!\D(RI]M5]F167&>,#. MF&Q)6=T! A+50NJYT8MKX+V\HD#=4D3QB#J9!)^HY&*CH-P8I)6)Q9Y1:K3M M!C.C.E5/G-83(%DA#CJ[Y[=O!>XVRC[VSK[U HV"A4$1W2?
$5LA# M*-0OQ/1%1]\ZCFI:#EUAT!5V_/=Z#@FQS<;(K)Y;73W#,PO FZ-- /F>>OBM?TX?[V>C:[M?_@;S ES!M/D[V1X,R%P-WG\-2&K.6),VR9-:^R\WKVJ_7IG+:@1#@P2AP:8 MN!HY/V?
NFQ#?/I#.;_E"'O$"_NHE]-71Y V6M7QJ@YFQOU^2"(\:AW[6NBV M/N)055;V4]4#YQ\\?[,EFKHG<=0!67V> M5C=:E/:3<"XT?F#:X1J_Z)DT$_#]4N!2ZAL38/_@LO_ %!+ P4 "#5
M@VY9I,5RJ<\+ !C)0 &0 'AL+W=OYG*M[Y?Z1WUF\.FZDQ@%I56:%- M)JR:O3RX&%<%%&@KE:ZP\<\%O6JV*SM*"-)D:\XE>O(E?'@B"Q*^ENE9) M0H(XW,E\Z
YDC9V_ZZE_\RZ0Y>I+-2U27[7L5N\V'AZ(&(UDV7B/IC5:U7I M%,6FT&@E1G_K?\4MFAL^'I<,^&<;5AS+C]08SR M1CIY^<*:E;"T&M+H#U:5=P,]PB[$.Y.Y12%NLUC%_?W' -:@ M&]?H7HT?
%'BO\H&8#$,Q'HY/'I W:;2=L+RS/?)N/Y?:K<4_KZ:%LPB(?^W2 MT8N8[!9!2?*LR&6D7AX@"PIEE^K@\J,1NVD2"K=0XI61-J;E-]HB 8TMA,QS:Y8J%E*83!VAH!R-3Y'82V4+)1#I
MT2=1Y(EVXMJDJW[KXT(%>".7V5HL9"Q&X7 XK/^+X0 _1_4.%K(P20R1 M6+Q48FF3:4(B;TF)90,@S6%&D/HX5Q;% %#J5 M3I5M0M'K6*/215$J H9*&)Y>3,0X/#E_&IZ/+KZ+7(G:-9];-:\<,!I?A*/1
M,"@6$EZE=R+6OC)A7MJBE)D31$#+Y%GTEXC2?CT_+3YC41Y])>PR@Y']Q1W^F:,W06 MEY%7V,QF@((%ZHNRD28@&V[W!S=HV$)T3&V"H&^71O)5;=3&1F+;1H?Z20\S
M>R*FS]'7"1@^:Y#E%E%'L4/OWG[1!25A\'O'3@BJP6@BD:$2RZ484:N'YZ5#XW @V4E#%!GY9.9,;) M1*!F[T_ M<%@!UB/R>AF4H9\(+92#K*)&6&L5A&F1 M->5\T<_X8#NPJ5[7-HO%A(HBG&-
F7$!:;]4A&R#$%S=+I=R@[S=T+&X^W/@Z= M1FGJ,*Q\YM!ZQ(9@*BZ#'3@K/7(?Z*A-U^PY3KLQ705#)78_^ IBO2]@['MP M9F#=?6AC%(MSM(]3(6)RH0L\SSSSB^F^ +7-*&[AT MV+;%LLW?
$H7;ZG]#)B5=F54UOBT2FOI@@]7"EFT%X?!08H1A'T"9#HU@FAKG,L^@13[,9/P'6!.3+$'U#_BGZ*C3(9=9;..11\$HCZ7
MB*M#&LKPKSC2LZ,F$(^<.?)L[L@OQLREBR<$AU!HKE:B0(D@8Z;DIA8"Z!PD M)U3!=1PT@.I \'(K$*N%@OVDSR8]PU@*KW1$P2QL;6RY
M&\4^LZ#DHP'6)FC+GN%UT1@5=O*HT06+*@+(A1* KOOHU^SO0=7>9F7^E#P M38!V&Q')P@7,0[*2TQ1O$XZ'"FJU#@RGB\J359RVBUN%>R;G)NW#'RQ?
DZ5#DHIG%_F,%ZB/Y>9@6/@'.S#/M&^@SP!7(")/E7= MW((VCJWB=.KI]LR:U+^B!*;?_[W>[;[=I\6GN0$)G?5'+E=0<+.'//5DA K MIAFQ6] M08OS!+9[?8$C5O3C+)P,&UIS_35:@WQ6&]
<@C8L]R^;;AP7.]2WUG2%>B>9LB M:&@V^>LR=J[$6[7$AG?2N856)6.(JR]H-OZ@_GQ7VGRQ9H&W MB8DU2A2 ZCM M%=PFH(#@]0.W!N5U@&C*\&\J?P:>WX_DOS:?
%85%._ZBTY[Z]RF#8A<[]M9/T M):KB58\)G2>B+.H&C1)A;"SBNH;6:)S^O'<;W^<\@4KT7/MK9^\22A?*PCHR MI+]^8>&@N>!TKG)N<=#4!VD,"H38@P;N?3=AX@MVM[2]1Y[]@PYZ*[;P8RW
MN.BWM^&$_>"$@%,\N'=IZU;%0,\ON6NINLOVNX?2G5I]6# M*JIZU04P\]C2E<@@_QP ;";TAI#B;=<4;%^?F\'.CC>MBW[GYLC;0=0-BHN8 M0LFEU D_.YEM.(6?O72B/Z0XI>MLW\7\59/*
(A54ANQM]J;:Q$!/TFV>E& 4 M919O@:IJQG:ZM>6"3M*7GXT1&$+Y4'&VDES4Y\-Z5OS7\@-/:6'2OTRUN/Q MA]2SU8P)_W:Q"3:+#1GV&XKQ0B4\1W EJ>HPCS/;R#C6JEM-6E)F[/R6TOCZ
MG34$J!Y&=W6J!RG4=D"UV58/P*UWP\U*V5">2@/V/N[(]RQ59+6)D2)JA/UE^Q M%P\YLY*"N;T)/H3GZ7F'Y5+!'!?FI,=FN2DX8-;="MQM)&0E!*>RS-DV*!=3 MX-0_=.Q=D8FM\-GG5#K-
_6]8_"^4O]?C\&]V:.:@(6?@.NKSO_3!-R.IGLG M8#]!?>P]1"\Z&OA C3'"^>)CNWV0^43WJ4T/3T6A,#QK>1\[PE0$/:A?T M"/0DG%RZ>L]X [A 49/X[,V[S3>(KOP79]KE
M_NM'[Z2=-:X1PHF;8"]N='O@>5+]P)N>OT4R-CDFUQB?2UG"MC^2U+FG,4.I<"%&[& M7MP=3OHVW@5\R['2!VNPF:RE?+;&?3KV BL"(TS(,C#S>\%;+ I+9&3\;CB]
M]D@+/%SVO3^[W$TN:Z;Q5A;?\Y2RL7?M08H;MBMH(:LOV.1S9?D266CWA:J. M%[9G@@9*=\@9L%/! Z. $(&T#H=-<'.95WC%T4K("%.F\'.95WC%T4K(%"BJ=<&G(D9)H
(TQASA2]P4HQH9E['!I^QFM-REB_CN5=T_:T]J*&>]J2)3CV3&-H M5"_H11_>=0?!IS.B^ZWH_CGV_ZS06:[C2F=/J^G%]1!.'P2QOI ;,.4@Y&M4 M;4V B13N,&F\7>?M=8!QN1.D(=TAD#3-6]]
[:>X]1PT5*H3WT \'G9NP"_T@ MZ 3=$(Y=EG_PM#FJK6M@#8GEKU]YZVUG1%RWQM_P>L \,K7-3:D+W!AHO./)652L9?,-<4D RA'2C+@$!VVA5]6&P#V#%]GAGAI#\^YZQ
MC9MN"4!4\)*EN1R9!Z6*&]N6T0$S)MN\P)QV=EQD M3-%4[&U9"&1Q"P/2B_8XV'!K&&];58"IK9#4N<9D#]*W\F7 M+9,XY>EC$JO#R.R;$...'5.UXJ?/6/L3:+Z(I[+\PJDZV_%-
B(Y2\:P&DX(L MR:L_>ZGC\ ;0=]X!>9 7 *W57ADJ5MTRQ\5#P$PAJFMCTH'2U1).X)-=)62M! MNPGAU'C].5S-6I-P/;N%9?AM/GO8K(>V(F:];TKD'PP*A_@L;R:&-?.A,\HJ-
\8C5.S%Q11(A&6(HG06!R55"R/DWP/+;C% MJ!;GEN)\<"VW[UB>Y\!/X 7MCF\KGG($\]R?<*^BYX[8%GG'EC^,6U"]G M]0('?@6_[?H&M90=)AK4@M8/)B\$Q+.\?F Y@4LV7;?==<[D;)LB,/4AF3]
M/F(&RI 9BT(GF=(O#33WG;X5N!1FWQH,^M#Q+7?0 M S_PP6D[/ERZ=O:;'IFAV)-J:I?-:O/8A%6/_?=X]5+F=@G%(T4 M=P1UVKW !%%U_VJB>%%VW"U7U+_+X8$>3!3Z .WO.%?GB3;0/,'C?
P!02P,$ M% @ U8-N64@Q& 6$!@ 9@\ !D !X;"]W;W)K<VAE971S+W-H965T5@T]N$]$":BS)E]AI$L)DZX721S$8:8MJI*6QS:TD
M:DG*CO]9TA9EIT+"A0(8DFDV'SX>6K"+C&NXE.D/9CE66O08@G,>9F:![G^"RH\/;(7RU3;_VSM M9$,4CDMM9%8I8P29R-TO?ZIX:"@,@E<4HDHALG$[1S;*+]SP\U,EUTR1-%JC
M!PO5:F-P(J>D3(W"58%ZYOSF:C2]81-+F_'7T>-XK[PP.&'/+'R(TG-(M3KK68"TC8;,/F9>Z:!?_, M$EB,9,E4)-S@NC;X@_UH-)-SAF-!.389")5\)EJO0AJ16
MX#/-4]!V!;O_)QB1+WPFE1=+;+[!_C*@T YJKI?@ MW& K*\7SA8V%(0:I*%"#$PCML]1FF^-*'D-AT2 R6/&TY.24%=*@HL P*]&% M@@H7JJ1E0D+$H(A!>Q1PA14_-V2-W$77#$XD9-
TRBM3B6(4G9 'EEQ@3D;K% M1C$K;%\F5ZA)*V2-J*#G!L8CSU5P+#-\C6OD&F-K!1*KC < M9"5&*!2R;Q- (HK&%>E58?CVZV'P+AL*/R)=!=\XZ+@7-)'\^6X0A<>?M>,3 MO2FLBES--
T@V6CRMB4RIK+)D)-Y>5CQ0=BE080:AO>C? M,EFX.LKK.J("KP!44R&V)OU&7VQE:U_D'@//929B=#F'NL+F7*BJUQEU'VS% M=T7F[8KL5\2KA4+UH,'R@F9G-,FW-"DRNF["K+=F4/!QC?
=H,==&8I5/() MI3!Q6I8J)H[&N?W!R >Q<- \R.-[%D9^$ 2DWAL>L_ XP->(A<%10+AQR\79 M/L-H?A,Y9WHIUTIB8=KMB-#=2,U&.,MP*C4A5DU6]8KV4/*6*RQW"J'J"T< M^69[(7;WX6-EO$"
Q1WU+.Y^;^ 'PY"%?M -_$&X@SXJE$BMS=^"K0#G0,KH MW(L%5V,?I2E@8A_AB>L&P':Y=FXWFFV^FRO'AYE^%6K8\:-^R+H(N=_IUK\6 M*(WQN4SQ#$Y=,A*=0YO;.9U_JL^Y)I-[J\>\"QQ
M]4Z7(RFTZO*1O=?6$WX]"%^&\.\+Z:-@J+#G1?(*Y>0M^Z;[#O5E@;:?&K]D M_7L/DV^OA?:>=?H]/^KV\:D_&/K]P<"[V87J7+=$~+XI":0:CNIH!#?%U%PLA
<5.^R3]RAI7SPTW*",LH+F.WZW.ZR>G:MGX%&G MRE'RP]XO: ;B:0%'.>:=[EP[K_P\&$*7.F/+#Z[K'P* B>Z^$(BF6)".UL MHN((V!_U;Y5A-KGV#C:+#[NI]6[+FE_KW??>O!8P/('Q[W\
B#!Q"1%:7; MCJFW\-SWH3_T>YB#CQ65#HK<'=7W"'SIJ-UNW'TR4 M[PZ/IBQ#=-:C^6E\B M1^[NM!-W-U"&PO=V]R M:W-H965TO1Q5E8^V
OSDSK2UWS!TNNK2IEMU=CR^GIU5SVAPW_TKQQ.[])(ED8\T4>WA7GHTP< MXI)S+QH4_MWS-9>E*((;_W0Z1X-)$=S]W6M_$V)+ OE^-J4GW3AU^>CXQ$5 MO%1MZ?
\TF]^YB^=0].6F=.$O;>++>P]F(\M9Y4W7"*#2=?RO'KH\[@<9\\(MS#J!6? [&@I>OE9>79Q9LR$KNZ%-?H10@S2W-[_>[F[FSBH5)>3/)._"J*SYX1/Z$_3.W7CF[J@HNG\A.X,O@SZ_VYFKVH M\
(Z;,1UD*"_Q(0_XJ M)8ODUTS+UDOB%OQT5\DK55)C3R'IMEPJJ3IY@_>5P2\# M4Q;VHJSE58LMQFX1H/=L11^0PS;7JDR&-5U[\ <(I8TA-FS]-FQMV&LQEI)7 M#REQU91F*U&FV*=SF$FI -
JL1A.KN#.';RULD!7J@'JH*N/@>>=3Z1*9X:$A+*8$DP+@Z?TOD[^4#9?TVP:&NH &NF>Z\)86NH2!5-4 MJHUKM2>U H,[CY98:0\7KBR,.WIK3=O$!&*[&>XO>DGQ+)UG&8V3NQ9I0.E;(8(^75).
MM(2GHN68;$%_]U90A$,CCR*=K91J')2))XCJ53B"5PJ8#/M,2QB5:/JK3@E M93:EE@U%LE"EJG.FP-BQF."DL)<<>R_YP%$+WV>'69IE60*5[W-O%L")<&)* MF[5&+
(.7JB@"\I"NT'KH&R>:W]5TV:YP@HA8%J+KP))'/S&]&EWM$$:^F)T M);A2>-S^],/Q;/KJ-T>+K32++7YM%+ X+._4!#"'W\(O.F=Y@Q/'!8GPS@19?3(C!;R$L:NW(=.6=;40I@F;=K(]VOM
M(O:PR<3'QFAAY?#;J8I%-6$;"CG(XZGGI.H*PUT5@2E,&[*BZGAN['41T%&%8 MJ!ICY?B2:52V,K5.FEJB5K&)*#01-25.Y8 P)0-)"$0<#*< ;90CF-N!]))!! MA54\>TS'8[I,OE'OV,DTG^\66>'!XP5)CR
'K,*Y&MDKT&3LMNGXD.9@HI.C M8[HL02ZQD=4"!4P#6B# #UZB0+802 AHP:5F-!#!CXTN2YD22AT9=*WN96K@ M^D6FC72A/[O<2\>M0@JJEQ0;8SHM=.Z'XN^DS^E5K95D&.@2-J9/:_2'
%7'AFNP6XL37QGHXTZ3 M#?<0#W="@+(.>>TF9_I2FPVZ<25R*K(5$FW*=F *]$1PHP/<4+_0+7 #,Z0. M7*/Q_EX7;2AF0$<$>W\JIDEH*#74O*\X<5?O^G\K>:
[DDOF'HL^IGUWU&ULC5?;;MLX$'W75PS.;G3[?*?W39@(@6[HJ\ M-!>CS-KJ;#(Q48:%,&-584EO$J4+86FITXFI-(K8'2KR21@$QY-'R')T>>[V M5OKR7-4VER6N-Z8X*2"O\)<[2Y&TU&W\46FF>6-
R>5Y]5)\2.7&?<.ND0T7(XAJ8U71'B8&A2R7W'7^F%PX#1XXD#8'@@=[T:18_E6 M6'%YKM4.-$L3&C\X4]UI(B=+#LK::GHKZ9R]7'^[6M_\>WF\U>X4[?Z_.) M)5A^.8E:B*L&(GP"8@&?5&DS
S=EC/'A^0G1Z3F%':>K\%G -59CF 4^A$%X M] S>K+=QYO".G*K-P9_U5A:N-G2MX%_EAMC-67$OX^9VZ#-'D?C*CDSE8CP M8D1E8%!O<73YUXOICY]#_7SR>A_A\^_7&FX9G\!L6+ T0YZU4
MM_ 8$JV* Q,JVI#&*'T/I;$1),NO4B)1RHL MDH0L(UF)W!;J;2@$A 5G;N35.E(SOD#0G\>!'X0!#U3TX7(QZAVOD@3) M*2EO%ZKTUE9%UTRK#2^?E=S;<,/H;7@
KK=FQ:>/F*&1[&FH,7D>:N>3XG# MU%IU[Y?]^SY'=M)F$*&V-&NHG4+$$ZW3T>5$*8K&;(TD,LRU59_)'9S/7$Q- MY@!1W&4RR@[K@ G$_,Z%Q+O*F"IDGNU13=)JC0!+6MAHX?
S0^N:K$1$92Y%17:E>RSD)I) VBA*/Q8O$G MO.3JMTYG/[&)]P,."Y9]Y=*UU@^,*BCTTM6NEZB<+ANLQE6 *MV58XC9VTY\ M$/=5C]O +NC,9
M2Y[<5V%+9$^.TV'(]GANZS]S3!.+'>$)>]*,774D6SRY!G7~\[MRK\^#8=U(\@AJ>1AZDPTW'A@C! F4(G7>JPCO7--;?\OH<< M=3V$1*F&67G#^
4<;,4:Y8,54;NAN<0=GV_YS4'M?!J2HE;6DNDHK'W M M*NJ3.:PH3SF2\V'CM>^NB67JV8Q@49K!6YHD)4U#6.][&,D=]JR<;@/.Z&4Z MT.*P>"2:)@WNHKPV3+[JY07+ _60PZ3L'.PY!Q_"1_?
[U@BQ*[1G/'TZ;ZO M;IJAOVEGUL/+ '?1!R8V*=CS'7:-5"MC/)JD$77/MCT-.]EO8W;&]2-V=,Q M35'ZS-NI._<7\"Q.]5D<-\M4*?N5F^HT&F2-U???K?_X[!L[LM[\>9?QR>A
M4UD:R#&AH\'X9#X"W=SDFX55E;L];Y2EN[A[S:C/VH6H)HAM&NV % =^I MR_\ 4$L#!!0 (-6#;EES:3=#[#!, !L@PO=V]R]R:W-H965T7
MVN96%EU1BNO]])>>9(251B:QV^R6Q7(G.LS0_KEQN1T[%*I0GQ; MI9E]M=2 M9WNO7_SV_SU2U,6]<J[4;2YLN5K)?/M&I6S:F^X5SWXK!?
+@AXU"7*DV)$OCXZHGNU6O2Q/!S1?T=;QZ;F4JK+DWZITZ* MY:N]LSV1J+DLT^SV?RN_(;&1]F4LM_Q<:-'1'1]/OB5E1"[/RD'!2F?NO_SF M!1%%,.!OLF##R$T;MUN(N7PK"_GZ96XV(J?1H$8?

>*L\&\SIC+0R*7*\U9A7 MO)[E.7%Q>WMQ_NKO^]%[3%4LKKK)$)>WYAV"YYGM4\?UF MU$MPHM8'XF@0B]%@=-Q#[ZB6PQ'3.]E![V(V,V56Z&PAJFV*_[V8VB*'W?Q? MUX8=O:-
N>N1,S^U:SM2K/7B+5?F#VGO]ZR_#D\&+'FZ/:VZ/^ZB_?B.MML+, MQ2W1S@I)%M[%9"^9;B:9=O2(MKA;JD@V,I)9 I]K0N5")TQB?M,T[<)EG=T+U8J
MUS,9_?;K+V>CT>#%^XN+6_XX?/'L0/3(=%S+=-PKT_J0>5684DS^R(FZU07 M71+M)=(M44\Y"BB+FRRZ*!?P;S$:LA$?Q;SO-T;F">WWKZ/QI"^8]Z1P4DOAI%<*]YDL$Q;]=59 XBOQ3F<2^I(I
MGK@LL,/6>@EW2Z9>+>I=K;8^-BNRH;)F$S:6($FX3Q:&F$AZ/)4IZ$ \G-HD MF]"$+&PU57D=.)S,OTO,DA4B%17L%\B(.;-E!3AD"L4R5XJ=(L.VQ;(D W)'D)11:BALY0/2DR5RN!=:BUSDL
V],58K,O< MEC(KR!OI15Z2!SI'7I2IWY'WX,G59DLG"WG3L]$+^;#?E0W I94Y5J/+5X* M^$_(/CH1,U-<2?!+EE?RB MO(SJW4=K%S?!!/:/G&U3H"48[0&9<6!LE5Q;IM8IC [MDI0)CB -T'QM"XQT
MXB%^*K?Z/FT2BX^Y9JTS4A]L8"4S8#(:$1/V(@PEH#AL_F_$+)X95PN3/Y); M9-"K4S"FS,H\YT013(@R-5/6 OS5MC67.A?K,-%X VPQCO< 6?:)1<(1M4FL M:"3N_>D)A6;K9"V:]21K:Z=.K;2BB=-
CQ5,[()"!D-:KG6JV]02)B\!G MM48U5WU;0[!04[6Q9K*Y]_:WH."BALL/QP=]43#@NBN =6K>+DV98F_$CV0C MP)R_R\S!Y=J4O&=0KAV>OK#_TK0XE)F""4KE"C[S WL]:L6'+B8NLJS$8@3,
MH^%@_W_ 0(K1S#3%+FS@ C@C%<-Q);V>Y'A:)\?3WN1XVR 7:/*R%L".A-A+ MK#LA-BM$CU<@]0-$_!L->RFZB. V!.,QOZ/QYNE06#>-YN,$EXYM3K1L%]L M]8V$;+]2KP+6*Y(11:8H6;VFV[E-
=+J%MY(?6H MH2Y\BD1BT+!]MOM:&\W>$3-3::V>:_&/ZG ,]LTA5,*\#RY%2^1TH 8*1I MVV:EQ&](5O:98/TDX7Z;,-4KR_-:EN?]2-%R/+M" EB1"70)L9?"#D@(&P_) MI/GZG2NZI7)2*&11\
M3LG0A7$J@"CKK&K7PGCE0U^JY50#EL.'XD=(@C$?*V9!2W=/$A4 ";)3OI(F["%_T@TNT@1A=NJ[QG:3M4\!K=H;I2^ 80_5ERC)"W$-DBL67#/$0 MD0MIR@G 4!:#G>1?5+%OD;U)3H)P)
[_(5:H>(+9H+EWMQB:#RJR!E<8G7&LR M.4T)#X)M!UAT/BM7D!P%Q0-4B%@1O"T,Z8:A7AS:*Q9*2^_O9O-4F4NV48D M[=E20E[.%<(%8D$\-
F;AMGP@+IOQ@>YSXIE0>).2G;70M\U2SQ@K$'SF&,1R M0Q*8%MTQR]://JWBW.0"[HF;-B6$?=2+Y8 D:D& M.21F M8N.G T(PO)]0)^E\(V"GJW9=UYJJ80YJ:E?' M5%XV9>H3;-
:NEQ+MRAR@!T+?VP[R=QW1>E:IZ/%PLJ>IS+[F=<&8*+.E#&' M0[U2[5;V.Q,$>Y1B>\@Z8PB:^)""^_H/V(T'L2#P:#7K().Z;#7K-Y1K?('
MG(ZC<=BHL$5>JMU&1$M%_4N%)M.1'4PTM=I=:.A2^ZQ*RUUDR/B M!J2LY99B%3_)"4HT8Y)2151BJY11&[*TRW?A@RU7 &5C,$K:N]"4PA,U-07 M53.9YUS9/%1[=XEE1X+4E(4:-/3 R
$SH":BDN%G^!&$3?OEZ.!+ORH*? !HZ[2>7O+=UE.M&?W FN)/ ME!0D=6'*);FPNJ=(B<0$H2 M<8L'Z71*%9'/&1Y7' 3FY+:<*'"%VJG>]%J"13)Y)D;,4A_B02=4-WL5T12* M_UFC2Z?
*4(.1)IB,74NF7I.C_2!T+)"%2(R(S$_T4/$0A_C*;YSL(!:^%T!P ML73XN;:CIT$MXHS M>#C[6]R:ON1B.85/F$%)PIJ2 "RJE79HN?8N%!S;+6P MH2X<'&XH PE/BR]W^XZ>S'"&AWHKV(B5B1G
MJS9JR<@B!Z=(0LAE .UTH-EA&W&-EBCWM]4VE0G'4E\16+T"[)*9,J5EFH3? MG!G2B0*J4:+B0[F76E-6M!M;* I*8+PV(JQ-P1_CC"*R0F14 <=UD\Y5/1_N- MM5V+H*EA7!Q@! 4?HD&U)5?
B.!"WCQ\],0*YD!3,'0!OQ,1-2J=_ E>-+2+, M8=_K5D6NOBTE&(0K5LQ!; 3Z?2N2)(HDMO7P>(4DQY9)#W75$WGJW6O2KM-) MB^,08TM;E?,,Y]ULE1Q$82U#E@F@:&MW-EP*U$*M/,$W9<%)
[FKV:6GAR]8% MYZ7DZ@&L:9AM4ENM"UQ5.Q\04I,'_F=(3] 9*"2&QN/Q2!P/X[/Q<6_2;LZ"A[V'MZ^OJXJT,R/_Q,%O M35#4GRBLLK,E59V/?:K<=08HN^24%JE23/4_;#
<.$[%C.*LB^(MAI$Q7RF_X M#@)1A 62]S"EE4*9Y8:^G=Q]>.N.9W1NBWV=Q9'[9,K6P*KG5_?[7/PE)J-"%.%IM!'=H-HX4QQ8< .S(UP@Z4C'12S'')R M_]1+ '*6#"Q1%2DZI; +C "@@[C?*J,Y?
ZM&%NR$ZAB.=BF/JT]W-Y__BMIB M":41L8Q()-'G%L?_$:>C47Q^'PVB/YLF"(G%">#L_CX:"3&9^/X MZ.PT>A?*SHJC^'1P'@\A[:-X?'(6GQP=18TQPGGBP?$@'@_/\/DX/CL^CT^^
M4RXU5Q2&_7<4WH.!C4[33A_ZB7L)%3U1?6 EP31A.7/-'D(@)5NX'.\J!@[_M'-&!?A09%D)5:162N*#.4G-B@[R#G!4D^-L3_L;LTX!W/+L1YYVT%OC!AR@;$^
M$XL,M^7(GMFA60"PCZ^@H5UQ).JFE&EB+.471N>(J@3T3$[-LR\JW;KV 8FF M/@KEHJHNS630.BPSGA\U?0?.1%4YYY(Z(TU2%Q PE?"SI:'V#Q4#*G<71;!(MR+';A(,CQ$L&)
[>4%8W+W^!"#DW%_T+T M<:?N8B[5HJ<:\35Q#^_.RKC$YF9YTE\1-]=LAOWW;/S1W76]4&> ^(EK-HYP MU! 6%T74@36""FI8-9&D'_DK-RI"SZS+,#H?82#I7 M!]KG,VS?.\F52[H4R
JYR.B$H#Y@(&")2M_YG79X@__N12FZC*1T%U)857]T#[S* O(X!^55")2.11K:T!)Q2#)V%<+CZ*7#730 M#CD9^Q/X*3J1?H^;>;^A7$01O%E0?7.@BGO;[F335J93F?@C/G[>B$/#K8D' M-
AMUVVQHJ]T&N/UA\ZM5&5I74P1F+668#HOB"@B0[;M=[N;^W[#_ N GY1N# ML'TQ64(0G?'Y)R[[@7+4IBSHD9(Y13%&1VGUVO)K[911%NXZ&[>O2.]4&/GR MN)KD;
[M5%=!^50%E)9LE5U4K%+&.,A8K"XKI3,X=AD;-H59,JDI+?NG' [?] MS2TBMA_E#D%I=<2'N=)%F:NVT_G^IN4$/V/73W3*6R'V=^_Z('K[0^/]>UGN M=@>=M#TM)_L6UM;5O>DGH@@.->+
(W=SRU=8:T/WR[A"<]L@1PL.HP):!^+V M.X-=B]9?*GOD3A-M\[XO< B$L1CTZ@:_7R\S+\1V%37F2B2[U<+LY,15OS> M%OAN7SCS<3W]-IEW%+I4^/EUJ9+\MX,.L:1>#F^4L-
RA_!0M:Q:0HYZ:VUW MM33G=5UA:MMEZ>W-'/3N/!^:G_5TVY[)UR>AR?'Y^+H]$P M/CH_)OS$-LSO-DB(DCQK%(]0]0[&0S$Z.HU/CT_\#6OC;R@,4?*>T-_Q671G M"KG+!IQGC% _HT!&M3T^
[7S,9^PV19%;@M4R\NI(2.AVQQEL6_F^U#W/MA4 MV_Y.B,N:?<&ZN8\V[+^01FUPPKG!CQ=RD^'S3.T^C_P1DM%.DN(ZB_XK@;0! M*YLKU/5MLL3P+?
Z+R3V]'>P/3JC9,2TX)8Y>T$>7W2]9^[;J+]YP$7KCY?S; MI)P69@V'.3X=[(\(&SWP+J;K?X1HTOZMD 08]::+(O];@7'L5)F(K;C89'\BC M'FQHGPW'^\>#9\^#\YHH,7Q-N;ZQX1O(U-_W-SQ(/'3>$VES,
(3 ')>B^DD#O4;:Z>U9L&>I5LV!L^2C(8[P?A7:"6Y%RS M66[#>U;SDM)K> [4(,#V)??GT:^_G)^P80S?1G-E,FDPQ:;! 97.4?"<2TOL,R)QKAPZ?=_GX8?!;K97* M%_R+-#:-K' _VZJ?
UK]ZNW"_]6J&NY_,?90Y[)].8^>8.C@X1=&&ULC57;N)(M$'WW5Y0\]J6N9,7&-^PL(#F$S%CB)@P91:M]:.P&K-AN3W<3)G^_U38P1")H
M7NSJ2YTZU:>ZNG=@_%7L*)7PLRPJT==W4M;WIBG2'2V)N&,UK7!EPWA)) [Y MUA0UIR1KG,K"M"W+-TN25_J@U\S-^:#']K+(*SKG(/9E2?C[RW8H:]W]-/$ M(M_NI)HP![V:;&E"Y:J>;6%.2OR-*
<"_HW60G*LFO^N)=SB.=?QU$VZ M%S5):5_'JR(H?Z/ZX,\O'=_ZYP9;]\S6O84^2(;?1H^K\4B)%O^?1]/E;/%R MC>1-F.LDX^J-5I+Q=RUE>/.$I!FP#<@=A0TK\ KC&=W#B8%VR4!#520MUY0W
MTCS2]#CH&)K228GE: MRP/J5E.>D$/ '=&W"'T'+3_T#"^PM.]XC2&OH.8L MI4* ;P6&Z]C@!9[A!%WM*:]R+/@,MHQE ARC:X5&QW0\OS \!U'.V>!L)YA MN9;A=0*T72-P0\.W++@A@W>6P?
MM&>:S)1Y"'(W'+_8CU?+^'D$\7(T26"V M6B;+:/J(=^F:1C=C7-?HP_'_7N0+ 3ZH]&&>J[*/ (5_HUSF>-E1 [JAG.-A M8R=*7/'N&E8/?Y.+L.;+EW7"-
T0'+MC.*&K#5E98C=NUPZ$29@.K5>\6T$%I??7U FW))"F@9A(EQB(JWB'+B[UJ[B!V!$\) MT9P "P&KR@L0+?2NRFU>=,V2\FWS-@AH.D';0,^SY^<=YUC7AHAD_-YRNOLK#?!PO6-? MV-
@IEA53.!?UKRK7Y=1-7/(A:Q36C1; M,"EH*MY_V< -/@$$&T!D=7=7V15WC+-9A,I-B"--[&9A0W5HDEG;[>@>+I^4#+*[G+\LG.'MAJQK5^<37Q&Y_&S+=-,S19\PC>!! M<%TJN.,YYO_C?
5*UEQ;MI-U$)PF?L;V ./ @"J+!";YX'VIL^8:?A=HA+*1H M8$%/0F2QH39%)U4"%]A% Z]8)#0*@U2+XICZ_3/(TRJT6@ HY$7)(GSP'0G,8>B MX[D"NH+:L16]T@J2A'AB&"9>'(7.=?[.>(8*SI(D]-
(PAG,X&Z2Q%Z:7<.[, MB<2 MP1*LXOB3Z M$(X]!_^@2>P"M1U%BK+?<=WWZWYW/^VN^R;_Y]Z/R@&>:"_7_ [']02P,$% @ U8-N M6>B"=;#A P ZP@ !D !X;"]W/W)K&ULK5;
M;MLX$'W75PS4HF@!;77S+8=8EM0+XD$9@#80>2T6"SV@99HFFZA%NB15-_WZ'4JV MG&&!=(UCLBS6DYW9SFFC4WPGY36THU?"SR+D:V!NMMY>NJ](-+8CZ++:4XS\K
M(0NB\2C7KMI*2K+*J,C=P/Z;D$8MX?]ZNY!#ONBU#GC]$&&"HN"R.<1S<5N M8/OVX>*K3?3?7_E_I:L:B:4+UT_9!XLEMO&2LH%PQ9P4'2U<".,M1V^A7"E\8 MW:D7,A@D2R&^F4.
<#6S/)$1SFFKC@>#C!QW3/#>.,(WO>Y]V$)(8OI0/WK M[(AE210=B_PKR_1F/=LR.B*E+E^%+M;NL=3)9B*7%6_L-OK>C:DI=*BV!MC M!@7C]9/\W-?
A+0;!WB"H\JX#55E.B";#OA0[D$8;O1FA@EI98W*,FZ8D6N*_ M#.WT\&8^GWR-[^X@FDT@GBVBV4T\NIM"E"3310(?%V294_6I[VH,9DS<=.]X M5#L.?N/X
NX%UQL%4Y[1[+6]BTDVF0:'3$?!68<)W7Z&T',@\(+6@+7&A]@SRL M_'5^AUR(;,?R' K#5#K! I1;6"'5-I+E0I*P5+96RB)^_3Y6AXX> MCF)FZE)M24H'-@Z-HO('M8XP?A2]E*--%4L8Q"X/A>
MR_':G:-D)27/$%WH='W?"8/@*%D^PA(G"8Q*P%I%]AQ=#!Z/Y(7V$'ASP_Y]NF M\W-CU#OR@W'0=#SKBA%0F=XQ4G%=M/I'SH!YU^/F:%#MEZ0AB.E!"=^2I!^$H#$EKI@"[1>-H]
MR_':G:-D)27/$%WH='W?"8/@*%D^PA(G"8Q*P%I%]AQ=#!Z/Y(7V$'ASP_Y]NF
MR_':G:-D)27/$%WH='W?"8/@*%D^PA(G"8Q*P%I%]AQ=#!Z/Y(7V$'ASP_Y]NF

(I0)B_19S2=Q.CBXV7;5IK%.-K)/N]MF==] M+R_DUP@[5\AU7*]&WCLOCR'1\D8AQV_EMMZ!.AO<:AOS-P7CJF!\ MSCWJ)HE8PQS!3O<#";*NV-(A+!Q,-]A$(<;-P&_;F\,R3L."1HA#KPI[^A5 M@-Y9P!%Y$9PQW2D841J4_7Y#=:REF7< X;FNY_JM(]C3.-QL^8'GU-/Z%:U_MEG9"F/YR%-E5G"]UE/Y)]D;8; 7.$61-F.?[GE_/&%2,P5G&1[4"\:=]#$Y2 MMUK8QT> =5$MC.OYPHHO_*=/$A']
(_)CZ"OTQ!5A=>SAR8?HNSCP<'A$?QKG MA7[3:[E'_/9!6S5'VETY3F07F% K M'IBY.8\';"-S0F'.D=@4!>:_SR%GNZ'E6J\3MV2=23UAQX,2KV$!\KZ<&&DG2\:>=7"5#BU'"X(<$JD9L/IM
M80QYKHF4C%\UI]5LJ8'[XU?V"^-=>5EB 6.6_R2IS(96UT(IK/ FE[=L=PFU M'R,P8;DP7[2KF-H8M')#J#[%A>1JE2B#VRI-&EF.ZGW/Z_V]S[;'\HSY#LGR'.\H 4^/@R?0*+@KH'[;^&VJD13
M#J\IAV?XHL_D9(S+TSO@!9K 4J+':Y6 KB04XJG-7,7FM[/I&]@7)4Y@:*DK M)H!OP8J_?7$CYWN;U?]$]L:XWQCW#['';W(Z051D_=&6]!H"PYJNP8A^FA#<:$.A_R!5-U3=38I$0G;4-FF MN"(,]I2E-Q.-Q$# M !H"P &0 'AL+W=O?!#"+,+VD"L7PSH2S"0D[95.<) SQ. M05&H6X91UR-,8LUKIL_ZS&O2N0A)#'V&^#R*,%NU(:3+EF9J'P\&9#H3ZH'N M-1,\A2&
(EZ3/Y$PO6,8D@I@3&B,&DY9V8U[YKHI/ [X36/*U,5)*1I2^J[J6C]I@:IF2E:RB>Q.O:A M8/(MD3CA#3MW7?_EH8MZMZ@_Z#W>#X>]P2MZZCUWAZA_\WK3?NB>HZ?N,SKS M06 2\J_H KT,?
73VY6M3%W(+BD@/\N7:V7+6KN4@N42V<8XLPW)*X)UJN ^! MA)LIW"Z!^]7P1\QVP77I6V&>59AGI7SV#KX^HQ'AG+(5BJD E. 5'H5PCF(0 M9=YD;(V43=W'A>((#:&FR(G!@ M"]"\TQ.S;EQ7:+
<+[7:E=NEE,$N-1$]2.T<_'R$: ?M5)KR2:O^-9NX;;Z8EKF>8U2AB) Y+@L,S C,A9RPC3*LN(V%-4*1;7#DN("S6,<42;('QC+>CP2:$QX0.=QZ06I9"_#526(K4M M&RYLIVXZ[B<;_F.]?YY^O?"J?
M3B4289/Z1R#:,K\:U%^KA92UN*WU3*OWIXLZGK]YO2TFBWD*JU>%VN9-S^Y+G MU;J4Z7PS:+4\-4>C\>DJS?*3B_/-;=?EQ7EQ7R^S7%Z7HKI?K=+RX9U<%E_? MGA@GWV[X,;M;U.T-IQ?
GZ_1.?I+US^OKLOGN]$F99RN95UF1BU+>OCVY--XD MX\V S3W^D__J;[FP??/)B;M))7Q?*?V;Q>O#V9GHBYO$WOE_6/Q==0=@_(M:;U9L:PV_Q=?N_N.3L3LOJJ+53>XV8)5EC_^G?[6/1%;
QIG>(#9#3 /'6!U M ZS= ?8S ^QN@+T[X.R9 4XWP#FTPK@;,#[T,4RZ 9-#*TR[=-#*YQU \X. MK6",OOW+C7:'C)\;\O2/_3CI'F?)9HJY:9U>G)?%5U&V]V^\]HO-/-V,;V96 MEK9_$Y4=7N-
Z[G\1WKJS3;%F)CVE9INV< M_U[\('[^Y(KO_O+]^6G=U&U'G\ZZ&E>/-+DN7PMK]$J8(],>>D+UPS^D M#\(RGAWMZD=_DNNGXM; <.^EXNVV&\\.]P]_Z.;07#A\XX<>>_C"GOTQZK' M?
ZQZHA_NRMESS[PR"ZVGWKU.*7]\T=1%3+5?6O M@:U[]ZA9PUJ[[W]3K=.9?'O2[-PK67Z1)Q=__;,Q'OUM:(:3F$M8'HGY)!:0 M6$AB$8G%))9 F-)@]E.#V3K]XJK(O\BRSFZ6LCG,NZF'FDHK'-
M4).:2F$=B M/HD%C]AD@[4O0+Y<&*/VO_/3+]OM0M:,#JL9DS63%VLJ4]QYFN*.=HK_*-?I M0_,2JQ;%[;-S7$L<.\=)S"4QC\1\$@M(+"2QZ!&SMV:E:4_MYL].*SA[LWC,U.]7P)MG-
(+XZ=>&&M[X7(V*^_E7"RS]"9;9G4FJZ%NT"+'=@.)N23F MD9A/8L%X;\Y-+&LZ=G9^XY,UH\-JQF3-9+_FV)A8$WOX-_[D:99/M+/\NBQ6
M6545Y8/(BU]*YO=_VAS@O!*Y'/SEK]6.G>XDYI*81V(^B063O6E@3ZS1Q-X] MPB&+1@<6C!Y)JUU;..0F$MB'HGY)!:06$AB$8G%))9 F-)>QJA?Q1FA MIW([#NHQ5'-1S4,U']4"5
M1+4*U&-422E.;;6O)U-#NS=X7^9VHVUYK3WB] M$G=E40V^TM<[1W<9J;FHYJ&:CVI!IRGGF"Q[XHSMG1= :-GHT+(Q6C89*GLV
M'IW9X^$708;93WOSL%.]E>YLZ3FHMJ'JKYJ!:@6HAJ4:=MSU##L2?& MU-QM#+)L0FEJ]_1K[89VI?'BYSQ=-<=HV;_E?-,[8IY5L^(^'VXB=*D=U5Q4 M\U#-1[6@T[8GJN.,C*FUN]] E]
(/K!JC59.!JL;9>#R=&L_L-OHU<$._"![E MS:&2K&HA?UO+O!H\5:8GCI[OZ#(XJGFHYJ-:@&HAJD6=ILS/R=0XF^SM--!% MZ=?7#?TJ^N[Y\W$;5FL1/-B?YW=/HBK=)W5Z5)[+DU?X.C.0A??
4&&PM-$: :BZJ>:CFHUI@[*^P6U-G-TB UHQ0+4:UA-+4 MENES"88^F/!)SN[+[GS"8-.@$014JOFH%J!:B&H1JL6H MEE":^B;&/G5@LJD#$TT=H)J+:AZJ^:@6H%J(:A&JQ:B64)K:;'WJP-2G#H[-
M7>NYHYL-#1^@FH=J/JH%YOYRO#64W W1LM&A96.T;') 677V]^$#4Q\^>.G8 M3OR^N;UZ^D%=B'=I_EF?--47/;I'T+ "JGFHYJ-:@&HAJD6H%J-:0FEJ2_:) M!M-BC_[04
.JN:CFH9J/:@&JA:@6H5J,:@FEJ$/W2ZA'JT[D/M)@OA!I2,O9 M8G,%F^Z 37M\AJ874,U%-0_5?%0+4"U$M0C58E1+*$WMM#Z]8++I!1--+Z":
MBVH>JOFH%J!:B&H1JL6HEE":VFQ]>L%\Z:H(63[+UNE2I*OG4MUZXN&&0S,, MJ.9UVO:QR&3H]).,/E@W,_7B"80Y=Z@ M&QU:-D;+)D-E=ZZQH$[F/E=@ZG,% M1[U706\=/:O1D
&J>:CFHUKPWVAB<(^!QA"HS8K1S4K,_72$98^-K:M.J9W3 M1Q#,@R,(ARW2H/$#5'-1S>LT)4]?SG2RFQ[ST;(!JH6H%J%:C&H)I:D7INV3 M!99V,?7B[V5VE^7-
T5333/=2N__12\>V$*JYJ.9UFG)!K]% !Z%5 U0+42U" MM1C5$DI3.ZB/"UCZN,!'6;<7JYI).1\,5.N"]TV:#P U;Q.4TZT3IV!%R-H MV0#50E2+4"U&M832U+
[I@P:6/FCP(:WORZQ^$/.T'EQET8_NG'0S "J>2\\ M4Y_DNMZI"W$C12G7:39_);));42^DN"I6ZS1_$+/F[Z5L[Y8^GH$H2B%_O6_[M\K8Y+LQG67[74DM9-=(BS3>CZT6S\8MB.=>E;+9BY9'=B@:8T
U%]6\ M3MON4&.W/]%L JJ%J!:A6HQJ":6I]_=EG)BQ]9N+_;?>))C)0S44UK]/4W:>Y MVYYHT +50E2+4"U&M832U/;L@Q:6_G,?U OCK;^M! ^V#YJQ0@8VW6TY3S)*8] M,7??-JA97U4"U
M1+4(U6)42RA-;:$^/F'IXQ.7C^O-Z>9C5KNK2^K/^J-9 M"E1S4)W\2']+5O= MK[2!6SU_=%NA80Y4\U#-1[4 U4)4BU M1K6$TM3FZ\,?UN.B./9YJFCX]5< M5/-0S4>U -5"5(M0+4:UA-
+43U;M$R*V/B%R2.!63QS;8*CFHIK7:2\';M&R M :J%J!:A6HQJ":6IO=-G0VQ]-N1=FBWE@_9 4"\:CFHUK0:2]?"PDM&QU:-D;+)@>456=\']>P]7&-G<,W M\;OPL[*JQ?7UM7A?I+G^P Y-
5Z":BVH>JOFH%J!:B&H1JL6HEE":VGE]$,+1!R%V&ZA:I$V9 MQRNHS0?["$U%./OKW<9H/#)'NWV$YAU0S4>U -5"5(M0+4:UA-+4/NKC%8X^ M7G&U::$Z:S]%ZO&PKS]U_E-
:WLE:?*7KK$Z7PA#OWU_I7W^A<0M4,6J.:BFH=J/JH%J!:B6H1J,:HEE*8V M6Q^WU -5"5(M0+4:UA-+4UNDC M%HX^8O'B-8-?&'^Y+E^+]B*:[3OWG<%%]$9J?0#4/U7Q4"U M1+4(U6)42RA-
M;:@^/^H+V.QM2_*YR+]MF'W666!CMLNK=G&MPQH=$(5/-0S4>U -5"5(M0 M+4:UA-+4/NJC$8X^&O%T3Y)OUU0:;!TT%N'L+WE; V^V<=$J'JKYJ!:@6HAJ M$:K%J)90FM([XSYB,=9'+#
[>MR?UVL;9G$AOOY@5JU5[8KTN9I^'.DDO'MM) MX_V/^QC8I;EH40_5?%0+4"U$M0C58E1+*$UMI#Y%,=9?;>)R-BOOY5PLL_0F M6V9U)@?
3>7KEZ.9!PQ.HYJ&:CVK!>.##4FQC_RVZ:-7HP*HQ6C6AM,>^.*T6 M4M9N6J<7YRM9WLDKN5Q68G,%R_:W^-:MHI2W3=\8;R[-D].]VZ^,-[XQ<'M@ MO F';H^,-
_'F]M.^[,7Y.KV3']+R+LLKL92WS2:,7D^<$U%F=XNG;^IB_?:D M>19NBKHN5ILO%S*=R[*]0_/SVZ*HOWW3%OA:E)\W#_/B/U!+ P04 " #5 M@VY98]9B7$6 #;=@$ &0
'AL+W=OU%V]2%]*I:+=1)E4OZT6LVROSXER_3KQS/Y[/D;/R_N'XKJ&Q=7'QYG]\E- M4OS[,+5;+.%^E:RI*[CV?7\OMX,JP&;);X=9%\S7>^EJI-^2-- M_ZS^8-
]^/!M4:Y0LDWE1$;/R/U^2S\ER64GE>ORG1L]>:E8#=[]^UHW-QI<; M\\H^Q6&KPP8U@.& M?5=I5 \8[0]07QDPK@>,^Z[2I!XPZ;M*E_6 R[X5IO6 !=\!\N#YDQOT'O+R M81]\VJ\.>?ZXY?W/^]5-
EY_<+GW)RX_?^3RP6?^ZI#G#UT^-1'?'+\LT8;XG' MJ\?&^^+Q4\'XBW*WO>P[Y7G?25*6$H#_[2QJH[R1EH P[5N>S>/3UT_VYI,B; MX6K'<$T\W'E:?X?KXN$WR>.YI
Y>77GC^*:K\JNC3?'H<%ZM?O6NX__=V7?#W5CX4#]>2N7#EHQ[5!Z-7 MA\<]ABO3S7!%\.NOOD2GNO'&K_T"S^=/JZ?EK$ANI;!X2#+I<[HJCP0?JD.T M+XEDK^?I*I%^\-
(_U'ZW2N'2W:1K/+_[ECW3]M:G>MZE#T??XXFR9)]23SX5U?RD)A&8CJ)&21FDIA%8C:).23FDIA'8CZ)!206DEA$ M8C&$M<)T^!F0Y%^7/R)>=_2OGC&X)HEI)*9OL>$& MJ\Z]KF2!__?
+CXLIN'9%V3Q*S^&V&3=1T2& ML%92C5^2:MPGJ;8'38^S3/HR6SXE70$E=$X-*!+32$S?8J.=_Q,,SLO/7]X+ M)[*F26)6OPVPR9H.B;DDYI&8WV_7!F3-L%_-B*P90U@KD"8O@301!M*O:;%8
MWTM9=5TR[\HAX?!3#E2PY>]CXP>R?EVRGD(L^?NJ>/0NS45"0QC<1T$C-(S"0Q M:XM-=O[2GPR5D:SN'<,=+J9<3B;#R:B]G'.XG#Q1Q\I@W%[.);?!(S&?Q (2 M"TDL(K$8PEKI-
7U%KZDPO*$DD!ZS=)XDM[ETEZ6K373-UO-$2N^D^4ZV=869 MT#XUS$A,(S&=Q P2,TG,(C&;Q!P2A#_(W4TEJ?#O7GK=Q25NB*1 M7/F(Q&((T6B/'C)Q.KF2D$H;BX'2/;F&$[2GK)JGALEV2*]?
2?]6IUV>_?\ MP[LTDV[*^HMYTCD"%A\Y;48;*>.\(TNU8.5D)30;3O1/C7L>"P^E452_;R_GH9@2H%J):A&HQI;4C M;.=&9%D88;]5-QFOBUQ^OB79?)%W3T;%R,GQ1&H:JNFUMOO[,QY.#Z]EHE5-
M5+-Z;H.-5G50S44U#]7\GOLW0*N&J!:A6DQI[1!3FA!3A"'V^[9IXWVT+&NL MDG5Q?5_^RTB2_'I]JW][3-9YDI]WW@ LED].-E+34$VOM:,GEPRTK(EJ%JK9 MJ.:@FHMJ'JKYJ!:@6HAJ$:K%E-
:.R:9SHFJY$UZ!6%=WU%9=J.F=M$QG:VFQ M+M*C9^_$[,D926H:JNFH9J":B6H6JMFUMGM$I,KJI;QW/<)!J[JHYJ&:CVH! MJH6H%J%:3&GMB&XJ%F(61Q^X%?3H(?
ROFP="W[I;JXD4M&=:W#_&M]GV15;YGT MNY^L_DBR[H-)M%$"U314TU"-0#43U2O4LU'-0347U3Q4\U$M0+40U2)4BRFM M':=-UX2\O=7Y;9IU9;2E M4T5--1S4
U$]4L5+-1S4$U%]4\5/-1+4"U$-4B M5(LIK1VO3:N'?*S7XSLG]&CK!ZIIJ*:CFE%KNZ=0NZ:Y)EK50C4;U1Q4H9J.:@VHNJGFHYJ-:@&HAJD6H%E-:.RJ;_A19W*!RDV2+))<^ M2]O,+!9_+!,IRI*
[],O*^?OV9D?AZ4^T9P75-%334T9HAJ$:K%E-8. MQJ9I1Q$W[>Q.T!?]P)NBO7NX1:R?"=]J@VZ^>FV$R07WU,H?%RTE1F^%&% MMNB@FJXF_%(40E'[,*K' [K$X,FQ1&H:JNFUUOH;S-:WB_5]
M9TZA32FHIJ&:7FO'<@IM-D$UJ]<6V&A-I]5<5/-0S>^U=P.T9MA1LRNGT*8/ M2FOG5-/TH8C?E7&04R]/H9=^6*REVW2YG&6Y])ADVP3K>JGE)W&-DU,+[?5 M-;W6CCZG'JUJHIK5:CF]]R
5HU[%DU0JO&E-9.KZ:G0A'W M5/R]=K=+2F@6HFJEFH M9J.:@VHNJGFHYJ-:@&HAJD6H%E-:.Q&:%@I%W$)1WQ=_=WW!8O]DY,2[:% M-1W5#%0S4^N$1T^'V$"QU/7?\CQ% M-0?
57%3S4,U'M0#50E2+4"U6.UY<,W@U")N6"K%2\6FE^PQ6O/N50MED_ M2+2] M5T5#-0S40U"]5L5'-0S44U#]5\5 M0+42U"-7B6KO:CFHUJ M:B&J1:@64UH[7IOV&X?7[VF?
Z7Q42%S@Y4M%.&E33U<.NA;%Z\ Y4M*:):E:O M+;#1F@ZJN:CFH9K?:^\&:.VP5\T(K1E36CNRFDX5=Q)<_3J#-HD@VH:JNFU M)GHR EK01#7K^.K;:$$'U5Q4J#-/[YK
[1@>+Q@A!.*:T=0DU#C"INB'GN MN.GU)R.(P9-C^>V,036]UHX=Z&=.:AF]=H"&ZWIH)J+:AZJ^;WV;H#6#'O5 MC-";.;6U(ZKI4%'%'2JO1=21)R.(U9-S"NU+035=/7P;1U=.H?TFJ&:UV@(;
MK>F@FHMJ'JKYO?9N@-8,>]6,T)HQI;5SJNG[4,5OV#C[J>]Y,H*XQLFIA;9[_MH]I>:T>?C(!6-5'-ZKD--EK50347U3Q4\WONWP"M&O:L&J%58TIKIU?35]&* MVRH^;U^9UN/.#K1[_M4T5--1S4
U$]4L5+-1S4$U%]4\5/-1+4"U$-4B5(LI MK96F]Z-X;'>C<-W^0HN3XBUD_,3[== -1W5#%0S4^N#T[,<-A>QD57W4,U'1]4"5 M1+4*UF-+:$:8T$7;L'1C5I-K>9):D M/66+];T4)=DBO7TGW6P
[=WS3^_23+HI5V Q[WYCN;C2R?&&]E6@FHYJ!]J9 MJ&;56NM<^6!T\$H@M*C35?1R=*GNI^'A8O)@)$_V4M/K6&XX&>T]"=GOTI2I M+.]?BT W-
42U"-5B2FLG4].5,!3>EBM,IE^K2Q?]@PFZ_[<.)E+34$U'-0/5 M3%2S:FWW<&5('TID0:>CX&0_D X7D>7],/J.E9(ZC[<.BZFR,E:'WE%[H40 MU2)4BRFMG5?-;?Y#\6W^W_U26+%[CFHYJ!]J9P\
[O$=#=;KWZV2A M16U4#[TZ\PUM$T!U314TU'-0#43U:SAX.O::88BILI^L2C\/ /[;- -0W5=%0S4,U$-0O5[%IK7]D< M#Y2#8T2TVP+5/%3S42U M1#5(E2+*:T=E4WGQE#VV! MT6LI$UTSJU=-
&ZWIH)J+:AZJ^;WV;H#6#%$M0K68TMJQTW35C,1=-?6!V#(OI M)7^B*G_>51/<+)GEG2I:]\W69ZC(X\O1Y'RT'T%HOPRJZ:AFC Z[2,J=LI]6
M:"L,JMFHYJ":BVH>JOFH%J!:B&H1JL64UDZ_IFEF=*Q]CYN;I<7NR2?TT&X9 M5--'AUT?79W!!EK51#4+U6Q4&U9K2I!M4T5--1S4 U$]4L5+-1S4$U%]4\5/-1
M+4"U$-4B5(LIK96PXZ:I9OR6335CM*D&U314TU'-0#43U2Q4LU'-0347U3Q4 M\U$M0+40U2)4BRFM':]-4\U8W%33[UJS&#DY-M%>&E334Q@%8]JJ.Q"5)A"/O%VE]XS^4[\9O:C>
MR=F)=M>@FHYJ!]J9]&:AFHUJ]JYJ.:AFHJJ :J%J!:A6DQI[81M6G#*+]]P M1J^B\4IJ&JKIJ&&:@FHEJ%JK9J.:@FHMJ'JKYJ!:@6HAJ$:K%E-.:UZ8Y9RQ^ MJ4W/&3W:=(-
J&JKIJ&:@FHEJ%JK9J.:@FHMJ'JKYJ!:@6HAJ!;CC_4N=_K_ MCW::<=-_=JZ]^/,_(CFHJ+:AZJ^;WV;H#6#_UT_28T=>9*9@'HZ^V034-U714_U=/#4_C6Q0_MHUJ ;B&J1:@64UHZ7IOFHW&OYJ-C\WCT!3ZHIJ&:7FM'^]V-
O@N:Z/I9?]@E[]3BV^B$AY?^>EL5B?;]]"<7\)44[@Q)M*D(U;=+1K# 9 MR_LQB38+H9]):A;JV:CFH]J+:AZJ^:@6H%J(:A&JQ936CDFEB4EQ2U%SHK-^
M=]GC+).^S)9/)QU6HFU$]*;5VJAU5#D8# [R$FT00C43U2Q4LU'-0347U3Q4 M\U$M0+40U2)4BRFMG9=-@U#YI2@O[>I1JOFH%J!:B&H1JL64MDW' MB_PA20IM5LRN/JR2[#
[YG"R7N31/G]9%=7YNY[M2F85E>LKOKY6SBX/OZ_)[M4^[XOB6_][J^[\OO@\WW+YJR5Q\>9_>)/ON%^M<6B9WY2H,SB?EO#=;W#^\ M_*%('S^>R6?2'VE1I^O-EP_)[#;)]@7*G]^E:?'\AZK
US3[<[.95_\'4$L# M!!0 (-6#;EGX/'([00(!$% 9 >&PO=W!W:H965TT0DV"KF@Z$$]_<]-I8<^+,_MOK;;O\=VLJB3VHD/?[E]CW/W/Q7;)3^MX4 $@>2UF9@2T0ZPO&3%Y R4U/
MU5#9FY72)4=KZC4SM0:^]*!2LB@(!JSDHJ)IXL^F.DW4!J6H8*]V90EUT^7 M(-5N2$/Z?# 3ZP+= 4N3FJ\A [RKI]I:K&-9BA(J(U1%-*R&=!1>C&/G[QU^ M"-
B9O3UQ2A9*W3OC>CFD@4L().3H&+A=MC &*1V13>.AY:1=2 ?LX<7ZZD\5^R:WS/SBG)-P95V8)M M!J6HFI4_MG78 X3](X"H!43_"HA;@*\<:S+SLB8<>9IHM2/:>5LVM_&U\6BK
M1E3N+V:H[:VP.$QG5]]&\ZL)F8YF\U\D/AO=9*/Q_/KV)B,G$T NI"$W7&ON MJGU*/I"[;$).WIXF#^&UTQ\'R-M]ES&RDZ$BF#ND?BX#V)@JA__#Y^'3Z!W,)# M#X]?PIG5W
F/.N&1YQL<$PZ2(RS)E&M\(G/-*V]RS+D]VAA4%OKSR&5#6U\ MF-8UW86I>0Y#:KO*@-X"3=^]"0?!YT.:_Q/9BPK$707BU]C36RQ VS>F-51(MI. +(04*,(=4-U3GGLI-AFW:CP:?HC!AVWT]!]R"(
BCSJW)E.T]6#&ULK9AMC]HX$,>_BI4]G7I22Q(' NP!$K#L==6RK(8]JJKZPB0# M1)O$G&U@^^WK.'$\$!5,6!:D\^DW#W2CR"$#R12!#YLX(NA&&B)#/WX
M/Q.U\C43P]WV1OU!P4N8"'0I>%+X(MYTZ@9R(#:GZ MB];97,M WI(+&F7&TH,HB--?\I8%8L= ZA0:X,P 'OJX)PR M"-)J,+I&+)DMU9*&BHVREC1!G*1Q)\A\&D@[T1I]Z??;PZ]H\(>GQX&PWY[
M_#AX0L/>Y_:X=&_&ĪO=1#=^AE_9PV'X:C]"[>Q D"/G?Z /JTBB2 M&1D)ZKVB\(8B07ZUH=H NR[?XG,A&$?P:\80KI<[*RZ67*=5+_\G_ZJA/ M8S'GJ]!?[X[!?8#_7V-M8(F#)8e>
<3P)F(=K%4B1P$1_UX4^%37*=9-MH\[MOB >- VY/W!@*S!:?_UAN]8_1= U5ML+03D/05FGWMJ0#Y:""Q+[03Q#'9@% M<:Q:)"2Q!T412&7+2C;9[U8MVZY9,%%L-<[4+IUW^2KA*#E?1PZF-
"'S47@&3 M&ROJO0'S @[HF04>7 Z=+E?;@<:54OF 6.O3E<1N3NO>FL[WZ-]D]' #Z+A' M6<2V@RLU^X\"=S(=J53-6"WU@L4.H\+#_JA\^0[Q9!]NS3K(Z)=Z)*(7"%T/B)X&Q%\\=G:RTZ;
MTV=,)KJW)^-:Q:H<[LD%$P^/X'W'MV61K2TY;G]N9NO5]EPMN8= Q[/VCM=] MFFV%8^M+G*(2FV^0R"0L]OBXOCF1A?.%T+[?V^+%_KWJY1S!+Q4K>A^N_42V MY8I]IE[Y34;WE]ZKXUD%
[Y6Y4E5S3D0'U@R03Z?4BHVG62! M_#\3K9]02,P,$% @ U8-N6>I9F.4S! $14 !D !X;"]W;K&ULQ5A=C^(V%/TK5KJ]$5ADA ('P4D((EVI[%=CPZ$/&(M@ 92-3]'8L,2(((&02PHL_NUA
M#DDBF<5K(BV)C4I3 H^?7]QF15E;"?)'W'$MV.C,CE MA+J2+R0)4W_1H8CM@P4[A@G:0D6(TCCK/B/GTHCC&"IQ[0+@'M^ZW9=.E[:#'I\\[__L2O?> XSAAZ#.F%,O4?T
M]+#T MT/MW'T8F%[H2;8;EQJS0:+^AX: [DO$M0WX6052#]YKQ@P:*>9;3;K],NE9 MNY%P"?DM>^ M-9PMIM":B1]WA!;X62PZ$U%U60;D,\WR'\2JZ!\B[,(S7$>0I'(AP\I^*!:U:J_= M5^.P+=<^\
[HNR.[8O=,PKR;;'3/V%DFF1K"KG.PU.OF0 M40C))I,K_ZF5(6%F&PQ:3\BJN+KK.ZJGG?7.7.Z<5C7 M5O4%@KY.P4
3V4G^*E7*^LW%KW;VHOCQ\8Y^E*&#.KG+@#U0\26"=WGD>T.TT?@ MLE6>W-#7.TA70&L/9XV\UV95)YFGD\S7219H(CO)M&U]^^"S_N<#>SD 346A
ME76J=;)Y)=OQ;MUV!H/^V7Y=$]9Q[,'9 M42S0-;8B.>;1C4T*=*/NUIBP7?R^BF_OJK>ZOYNJ6ZNS_ID]G-LU_9X]](O; MN6_TQ66A6-\W<<90 FLA9=WVQ,&9%O=O18.37-T7K0CG)%6/6\
14!D@WJ\) MX2\-*5#=@D[^!5!+ P04 " #5@VY9H174O!<# "S"0 &0 'AL+W=O M700B0+=D&B+=M"*S:1S=HI)ID6=HIG$Q9V MZ$8D)(,)0WR3IIB]WD!"=UW-U-X>3,EJ+=0#/>SD>
41B'D^87*F5RP+DD+& M"SXP1@I)T^4/]O):-'5#"4(SHB%8L&R;PM]2!)% M)&7\WG-JU9(*>#A^8[\MO$LO3YA#GR:/9"'67).(*=W]@+V?MN*+ M:<*+7[0K8SU#0_&&"YKNP5)!2K+R'[_L\W_)T+
&L/L/X58,\!=F&T5%;8 M&F"!PPZC.\14M&13@R(W!5]Z(9FJ8B28?$LD3H31_.ZN-_V%'F[1PV0X[-B+AJ@71<-9A'KW S0>]6Y&X]%&-(S0U0 $)@G_C+ZB>31 5Q_=W0A
MI2A"/=XO>U,N:UU:%O(6LHTOR^(LIP;>,X8)/)9PLX#;OW:!#*@E5EP2KX MW M\/SA]F"/9^PP+DJU0 G+K(WS1=LGE%55]0[-;;=M 1Y'8L.]S_<#U_2KL
M2*I3274:JS$F^D(DD1!"HU>:\9TG>B>S(9[ORV6XL27_#&&0"Y905GS2Z/?U0 MG?V2TSG(N1\$GG5:FO,PTS(-WW3J:^6FMU&S?=29XWNV?:7.;8=)SCO5!MWN19^ MI=EOU/Q8G%&P0'@K9:]
GJKJW/XK7P!+T=4K8,9KO]'-] %*:2;6=<[[S4@3 MJ34;JA)4#H/_<[@@/*8;N?=DF6J[H^0+#E)MM,R3)NH@[NZIX5_ M %!+ P04 " #5@VY9E*9Z5'H" ":!@ &0 'AL+W=OVT*WG^V$J*
036AO$MNYY[GJ)?8EV7/Q*+< "CTQFLN!LU6J.'==F6V! M87G""\CUDS47#"L]%1M7%@+PRHH8=0//Z[D,D]Q)$[LV$VG"2T5)#C.!9,D8 M%L\70/E^X/C.R*<;+;*++AI4N -+$]%#.A9V[CLB(,.
]6T'(Z#4&.DR_M2>3I/2" _' M+^Y7EEVS++&$$>_R$IM!\ZQ@U:POB55<[I[_36/+3#C5-HKVE>3>T#@1^X)@T! 7!OPK"6A!:T*HRBS7&"]>)X'LD3+1+T%,U
M;JO:TY#G AV-06%"Y5=TC!X68W3T^6OB*IW?N*A9G>NBPRA9EP8(SHAL'EPN*$Q1ZWU@#@!5&+ M?-0M'T.FY[Z5AZ_EKJ9NT(&-Z5EFE&ZL3!"%+-Z'5NB /+D$-L8C*@D-Z1%B
M+@NP5;=@AEWNZ56I]C4P%B67]C4\\H,ND/PV]J=H:6*P:$D+UV_5F]\T$*:KR]%$_!:/8@WPQ*![DI+:'$O!'(EDO?W^&:&ZO?6P?P?>]$'S%=S&N6T9>>O/^a$!$-VNKZ0QJ;-?9C8LPJ?
M+@NP5;=C0AEWNZ56I]C4P%B67]C4\\H,ND/PV]J=H:6*P:$D+UV_5F]\T$*:KR]%$_!:/8@WPQ*![DI+:'$O!'(EDO?W^&:&ZO?6P?P?>]$'S%=S&N6T9>>O/^a$!$-VNKZ0QJ;-?9C8LPJ?
M_TUOBJ)!!:MUZZX]&L'CS^;M:"/']1:MI"HB4+E:(W;I'(!\PF+ZO3%Y1:"0ALQ%X*3.YY[!+5L\5N(WY,,EB(^NNDN@[M'HU\X"7<JN.C81+ZSUO>J`K57JCA[)SK%/Z"<B1%OS$
M+@NP5;=C0AEWNZ56I]C4P%B67]C4\\H,ND/PV]J=H:6*P:$D+UV_5F]\T$*:KR]%$_!:/8@WPQ*![DI+:'$O!'(EDO?W^&:&ZO?6P?P?>]$'S%=S&N6T9>>O/^a$!$-VNKZ0QJ;-?9C8LPJ?

[illegible]

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; }
```

ZIP 68 0001493152-24-045944-xbrl.zip IDEA: XBRL DOCUMENT begin 644 0001493152-24-045944-xbrl.zip

[illegible]

K1RAW7)Q'P\U9T>#_MC,6A3G+^".A"9F#APKWU/%90D%;H4R7>=FT?XB<8Y1!VNO<=DBIXRL,A96[O8_M;TF2,+,[=WVH@D=2<<./%(U]O>6Y&1?<]1_M>@^'&KC%&X4X<&J;0%(_<0!F?
J2;@KFH+"C7=LL\DDDK3UG=]2SV[_KJGD[1M_5@T]XJ1'4H]_!EM_M?Y(L?,\QETL4,D]-ZC"%I"WLQP',5)=46.\<1VI9(.I_HD5]_7%?^06'D!!8G=]M5YMTG<_"'_MM/UX"DF7!BO98819??,A.L<5H_?
Z9^E=-QBD/,Q)9F6R*G!27NTALS)9AEC&_M,UP,.TY"Q+ACX\.'[]-61_G_MK=SC]$MW<%AAT,3HVR]C]Z9NW"M#TQAJ4Z.7$V'(&@XWX%Z]Q\!;>@Y$PEEC_M6GJD$\1,Q351X/U=E??
9_,%!G7Xc6I[I]X9^IP]5PU+4X="<&Q:1;V*.];&N_M]:+ZYL;F_O_OJ_R/YIIR-S4?E#MU:)G3?M;']AMXL_#5[^2;6/ZEOES,T5=]_M/%948Z3HAJ4:]_KM6%/4V4RS>E%SN4NM5.8H,/YKE?
&QKM[J8]V"Q9#R/M)N_MK7X.0-J?R=1\XE/*[V^UM6V9P__^;(Y'VG3V]]_]=G/]Z^__ZQPO1>VBW5V_M"WX?P:JF&;\/5=ZVGEBUM)$R4:?6-\6;JL8,%GA?)C#]]GBP()\5Y[%\]=5*(-_KSXR(
M@"Y!S;VRXX)>!:H"'0Y:FZW*4SHE?L&[T5GO^9YFWQ8O\]O.#,J[V]K_K?F_MTGIEO)]GC%W,1'Y&"O[=>&FXR1)AGJOGWX61O-QRDDND&\NPE^(Y=%T$FA.TG2_M*TWH)=7J.%$]VQD74_OE
;*"T+-]';+PT67;YMU7FNW9H@]T;-CM&O./Q._M/MS$#N):297QHNN^W5!I%%9*6.[(;89@N$ATQ0-+9;SH"G(W6]?U%E;*;NWV[2M]:.YIK&G;.C2-4Z:[:QND\@+(-,;XO7"']+G_M,R*V6DVZ&+'MZ].6-
=5OYY9*]M.6J6C]\+-R.Y_IAC:;*4/SX58WTK)=S_%Y_MH]28RXS\^DW68'3EM'OTHM,DSIA6+W6I9..9*H*9IS/;-\._M>0ZUH8T7G3]=_#V*#B1$:V)O0#>^9;_R(]9((SI[.@%]#%W(A!R_,VBW^WTG
M4L>@1!TF=PG^_86DESS.LT-&^%+;9R^&+P_;=/@Y+3F/OJC&4'RD,L80LZ-P_MS?XLN3Q*U*6!BU@/HCA,2*?)$"+;#6G-7Y-]_3KG;"K1,4:3]FO7_+:++9-A_M*_,[#^SM#7=H=Y<=+U:-I*+#BLZ
,10@>[%C_L)[483#3?&H!0/%#.-7Z\LI_M;39.S0=]-B--+89I@>V;J-](=OZ?BJ%9_2;D]<8[CCS\7:UCI[D%3U#V7>_>_MYY&IOCU,[^87)1]MPY]'OMH>,+WC7QAR^89WM9Z&W+2^JE-02-
_EL89&4AYHZU74QI92P:"6#\'<%OW_MYO#5PNK5T#V>6=>F<9^UHV;%/V*'FDMAXJ0N=-DRA*VW"-.%+?7>]NHYFN5A
M+=3W//W#8E9IZ3,9'E%JV4WILQEQ+UOY4QH>2>]A2O73&KHT66Q&_D6L%OSD_M?P%02P,$%_@_U(-N699B#B,+-@_86$#_!4_!D8F=I+3(P,C0P.3,P_M7V1E9BYX;6SM?5MSXSBRYOM&
['_0]8F8F(G8NKCNU3.]VA)KM896=)(O2_O__'RY>]"P_Y[B^]_79>CH);_+?>Q-Z@7WI?48"('6'RM]XWVX_9_M3_"%YR/2Z^/-G8\B1'^1?OB7WH=7;]_?]%Z^5!CW&PI<3*[FH\=QUU%T%_[R
M^O7/GS]?!?C>_HG]C_"5@S=J_RXB.XK#Q]'>/+S)_DN[_]WW@A^_L/_=V"'J_M47D%X2\/H??K"_,?[+,_W[W"9/7Z[9LW9Z__^W*\<-9H8[_T_B8W!W[8]6*C_MV/J=??
GRY77RVUW34LN'&^+OOO'N]8ZV(+]Z^6NV4OVHY=G;U^^.WOU$+HO=C@EPB;81W-T_MVV-_4J_?O^IZ*R^R_1M"]V.X(CB^HRB_9JU>]S&=Q)3DI/^:H-M?7[@W*X]^_MYNW[-U_>O6$?
^5.A4;2]HY,Y]-AD0A3W.B&)BP@[/];8=^GN_M-?PC]]+M_-UZCA=5H5@ZR_D9Z-OA^L+'/RN)N-2I80(G=![UN!.PKH^,?R;GQDA:'"9]I0M6%B_MQYY]X_E>1/&A'QV@&^G.
=H?)O9;VO*NR+8I6'BYLBG^YE+C[1HNZ2#^F,_M4MEH9/V:EN&:GKDOV2V)?G*;;+]2&<)=FIY]B'YD>N-[*[5-&FK?,%ETQV7;_M%M5=%+8^;N/&-^F;$/T14R2&]TH(_NVUG!W-
GB$G/DO4B%C:=%=NB*'B6*<_M&M6H%G1I[YA4(U5Y@),?F6KTROJ=?NM7G+BRCB<^!A2E*>QU@,*PCS9+[=V;JN_OE8!T)QO=TKPP_MI&?IA)Y'(;T/L@D_05'U\TQOI)-?
UJLN$O413F_JGS:J@_1DGVL*@=5QSG5_M)>CP,$!NCTAP>3>Q>@4QJ.,<+^_MDG"4<%-A[$892BQ1QU!=&*!1TBSW7W$8I2:]1)6A%^-D21U#KG30YEB@DHE]_MF]I@PR@\WPX?
D),81OKTX%S1FV5M+A3'/0DC1\]SP5B-3IXF%N1)"3S$C6Z_MT\"O/ROD0YYJ<1Y+-C!4<^2._M>[]]S8]H^C%1BG$4*MGS9QEW2DHRCDCM+@_M1D!L9LJUV#U_A8X'OS#>"2?_!28K'-
,#@N$+/EW*U_,CM00,$"T=K_MCNADXH5]>GU!2WP9W'GL,G/<-(9&:W)?"#T7$+#_42DV<394<=K?$@!)R1Z%YG-8J$_)-]?TR&($]^@EZ['_M!)7NLS6ON_*>G^_%C+UV\L;V*1)=[MT!Q\]67&[2Y
M82'AE<@M=CT]K;;O5Z,PZ7!ZN@(<655)V_5I=4ZFJ[KVI-QU+]),?^P%B6HZ_MIO\LT(T>(A2XZ'&'8P-6?L00>1'KE;U%.>N]9_]78K8MT[^F+3-Z=A3YV"F0_MX;-7&X?
AM87=\-8.;Q+NX_#ERK;OLBV1[H"[G^SWQNP'UX\OX93MU+N]^X!O_MWR_^>QUUIC7]K5>J@MZNH#BK-TAM7O4+;*C,YLRBNLRG;>_,#B(Z#P9^LG7
MZ%Q'R=E20E[T,*&'\]OSM[L:6$W#/?7%Q&).2RW_M#%#?M\/=^PCKP5.97>4NC<+&/51E,!6E#T_$\1('V?$,_<)KVR@2_MY9N"#_90PEA*.03%VS?=Q.+ZC$-X4W#LSLAC=
[?:>"7<09"]JPL9];V_,OH_M.N?MFJDD>3CZYA4I6>()%ZUR^QR6$*=5?L?0*\BC=7_O!6L#UF_WM;J[_M&@#+SO/*HIV&#W3/]L(T_&D6LTB,$$T#E-_VO3N%.0_>S1FX
M/S9R5NT4=1=YZ=9(_[+?$>D_KG?786;GXZ!'F^1;7'_0_X;\WL8C%)M(T>/_M7+06)<9E!%WX]HHOVT(3HX5;IO2DEZP*TAV@T"'>7=[M!@@YU[(;LCXD&-PL
MVMTKYFCEA5$:S/_(D'CSX'8Q&@0YY>_]]5TTK"'(;7^,[C"1@)!OV0G9EPB&_M1/Z^79'_,[9)A(B_59'Z0>-.")Y',R3[#RU?5%@HI)>&#]G3P%4_"BW[P0$_-D0"),T@9#$JPTH:^HX/';I'!1%RB$T/K>+
M/M75/>Q2GH@"#@>-.X$_CV9()E]TR'X8N*]2SYIV2.YYBD5NB#;%?N&%CNVG_MI%W0G_\"SE&2LT[(7X^U8V;X8Z"X#NRB3(_CXT[)/XBS:#P6]*_^S$A!=*$_M.P_4VFCQ"XD&Y=^2SCL,
(B_;L@28DQBP-]-FAZV,EC>76%#.+2FZ*5$[TT<0_ML1R?(ED76W9_WAR"09FWI."FA/4I^<3V1X&+'OZ!MB*A'S3M@-1Y%(-B;TFO_M32F;$8^]$UMXCGQC.6S;
<%S208EWY(VFY*VM!]V&072]+AR_(_N'W>?92@AVSYVA4>_L&,'H)'3#P+4DLZ;TFFY+D%AF/W!_M^#H3P<)IW@$P(*I!!UA+^B]$W=MJ$+SM)_1OQ1"TI/]"U+VK!L&[3D+P3@O!
M2UIP@;H^_>N4+/%/P/L.-,Z,^_]H!H7?]@JGL+[=1P>Z,E+R$;1*$E-?._O%$8QHA4_MQ:+4JTN(\(D'<6E)Y5P@)Z8;Y?;L[6U,P)SC*N_M++:;&^S#3W@X#8V6-D0O*/"6-,H"57Q1%YH8+>0RI:X6]
(H=XML^,"R:\0_M'-'!:VFTL$&"09FWI&GN-[;5TEZ]ZM)>O5+8]UO2-'=$I8'Z=-WM$^:*1<[I_MT_GI0W1#0+QOZ\5K\EXKE]G[@OZ%#P&WJ="'ARD&O=[64]C8]2+DI@1>>($=
M.%29VY>=!1"0]#(;#!7B05Q:]9/^CGS_'P'^&2R0'>(_N:EB(?)6_%V,1D1._M.0A'JY[3;]B/@\@F2<@M_=8&MVD'Q,^C&!1[JT[2+*S\>1B3$&O%D0].@"'_M@'_0BU:=IZ,@0H15$[E'_SNR,WI%6/![=_+
>$@%]T&'B<+]3#;.O2*OQOHN-[?N[*FXB@1<:=D@#97I!@;<;43S<(+*BV^!7@G]&Z^PA_MKTCPW_X=_"F&P2BU3_F,_DL=SG_M@J51MPF_-S>:_PD9(,HM*0F)R40\[>RA#3&C"@01-;+:$24B
=Q:55-SJ=Y_M$![+N79&RQX@%Y1VJUKP++[Q/>?"Q[;PWI]KU@%9'U(+BKI5S??<#GZ0^"YR_MMC."8288RA\7),*RI?2_!V_1YT/$+AVG^+N$W8F*3SS!6**'Z)Q^Z(?X72OK8"#6N?
KCR:C48$'"),/)\&D?PPFLL[7G\W'1(D'_M")//VBY@5ABB*+1N6-)1A^?NR1H6VUV?;2I?IVS#X=$+25_;R9X2F7F85#$X_M:*X-"H&$>5!PR3;.\-*WP[45N.R/X1^Q=V_[S)=A17V;D*T?K!*;N>#ZI=)=
M,V(B('!=;HQ38+)8GY#2GP6;.(AR0#?G<((BV+N]$Y%*]\X_68$;\"ZM"\B$_MX_+#,&KEMIV!""(=O%GKPF,4L%HWF&SIS(&1R+?]#_9EHD&"]"ITYOEG>VY_MPX<[YMN4+@AN\\[@(:
>5&Z,N,HI7N$Z_T2%?:F1P(UZ*P/?4?5K._-M5]#1_M93>6.Z8I"/EA,-_%9J9_MCPB'7%#TVLP_4[JMVBQ,;HSL$,V]U3J:WEY&Z202Z!^B;N9#HT_^")4^15^R_M/+JR+I06A#8M?.S9-
YY/1868$2$Q:Z^Q3XD*V9TCVLJ-EZHCF&]:KL8)B*4V_M#3Y'O[+I&>ZC#:].,(!(5C-/:]/_=Y:\F;UEYCME.V:QO0F85;=>\G@_$=)G_M"'_<$B.W,#L3ZU[N1T+_Y-T[AY\J2R"?+119]&_LQ8JB/J)!Q$%AM
M=ILYBJCTD#NT21=[?RF,_-?G/(PU]'[.PVAF'L;GG%9F)E5\SFEE3B#*B1+#LE_(Z=_\9A?-)6TAJO5)V$(M=.IFDQ$,@_M?=+L&'KDD"]060PT#H!B7._5G$+[(7OXMK7]\".78^V^6N,ZS8X*_OK
M#H(.BHO^J,-H_AM_MN]P^+=>^]G>7]*/_;4@@6?GV+-SE-DY]NP<,]+9^=8IPSYCL"5%AHU5UV6M>,IOBR1ETS9F95?%S]Z6V7:D)W.$B>$*F=_M__QN';D#B'@VR&)\0*;L^_&::[X-"&6-
51@P[U+0!#"=N!H<"YZA%4<5#RJN_M_T+K54&\0D1N%_GU0-LVEI["R:_H-=454%,%"#[1(_SZRH_QWR;),!%VN^8M_MI0D4I+BI#]$K0*H2AI68_7V6&J_C
M1SVW^F2XHP4@V3C+6P7'5]EA9#P(7(J-NPXDSC8QZ&PRL,1HQH/]=',09-_6S2.;,M)?WR!R0*1>\\1I5"]-(SQ,%?G!L)5_M6SR/<%,Z'EA@G$%R*V@'(@E9;RKG451>XO]N$V'0G
B9]T0*4;R\!^XB1NP'_ML0Q"$Z+AI/MR6M-96P7GO'%U[+CFHMP<>O#&VG+F*=T\&&,W=HA<9@!!09C$_M\,T15;E#+T+9KI8*88X,O67S9U.;0H_-(9H_;/-6'\58\03^3MG6NDX+1_MS_7N6*9
&$]AW"G3F)_WO:6G,?U10EZZ=]3$43I<)X%4XPI$LJX)I\:"S$Q*_MPP=$'"_DOG&63=C#(3]J&,P)&'_0].L1T04C0.C(,*YB&9@_MIU3N;RXXU=D_P6G89*),53]#CH4H'>6)_)5C!H3+R%"Y)X<+Y-
"6XN)S_M1PUK+NZ-<0=.!#-C=YJ?"8KC=G4J5&$/G_LFI?SIV^'ZPL<_@8P_'^LDPF%C_M]I)!6[X,[&CF"!!'J,O7SYV'M+^1AX(4N;0EO3?TRLY=5\V)M>]*;SX=Q:_MCJ;310O4?L6]R2%P$
EX=+X[I//K=#3YVNM/)_WA?-)&_]5XL[')=GJ[\%:!_M=^LY5)&S)_?'25G(&44_7PHS3_KI0](75Y>7UOP[D_%B]'4RNACUKA=5?3N>M_M3_[L_O1\WPI<>NVP@Q7;8*PP1!%7X!_+LR:_WFBRMR=?
1^7C8_MLQ:+X;(-(1?KY0S0S6&JK83N3X=TCT?6^6@\6M*9D)_^&)XO6\D5MG]5Q,\._MEI#[N32OEI/^/WZ;C@?#^>+/?_K\]NS3WRC)=':/VJ!ZCI)G;C.;1-LE_7U(_M9S2TZWTY)'T^'%O+X:_WL^;+
[[WEW)HLZ.1N:>]+SM&728S3S-XF)P>'Z+=O_M2O+^S9H/7YY;BX3P]Y?#23N3F=4$G][XW@H\5MZ>E-;RD)+9FYZ/1U];.U.X_M18KS5)8./WJAVSAV$LGW^+J?#'\YQ5%NS?\UA+F_M:J>?
X!1\>\0IV/O+;N!6,B4JL9KD0^$R6CHOJS":#ML&FX5S'^:F=)8>G/YM_MDBRX!L_,E_Y5\66@37[*MP*8C=)AR[L;M$D\Y]"']2^=M[RCJU71'YQA(.GO_M2J=NZ21KD^ZR4C=@I5#]<.)
<2Y%WCW@\E$YCGI+'$K,F0_4>Q]*4EK6/?=^^_MP2D-%G.9K5)]FJZ2I+_H_]?Y2U_)HL'+>=+D5S39LYPU_MX%O&I*0]Q90[-**=#"OC$^*>QR$53AA:3OI]@*$K3(<'=M"7".]TZ&$UUD&L
M34*5_94@),OA7U9=537QY83G_3VQ\8SF9\'F1<._U7&N55:*4KGVXM_?-H!X7;_MM'3CP"5;L6AS371E(:PGUT/"P:U?VXF=/H^P_:],ITR2,2?V+?E]3-KQZ=_+_M%&5G4,(O
<6R@UZAJY[[F2H*RMB9>T\]?7PFW]-.!+&A*9/,+=*?_0.T]GR[_ML'TTP1$SVR5NK)C^^-'H]\M!>LRHNE++JB]2_?)U>_4GA;9S.DVD\!A'=&I[_M[%'58HU01_^S?:*,O4TW/-\6Y!#2(?
R8):/DLR\^[MOZ_M._-;2+I$&9*ROQ_M,+$W4MM#[0'U7%1:!EZP)587OK&W((WSR.0;4Q?GF@;S&97%SJS$4?_5C&HJ_M_QAO>ZJQY$L6.&5F01"U*;Y+.O;T-G=:BV\[0/.G?
SD1RLFD=,HESFT^L]+2_M#%4'TG-W$.."CV/)O"->%[PF'>DGG_+MGKS_M4!1E')MK0A*_B(^:N$>NL[6_MNFL,JW,%XM&(_AHY7M#^E%(=H"AR5M56KT_MA(]('KL02(V\Y5CE)
("ZC>T2;%%RX>70&(8H/"T9U'3&C7RO*@L]5:W_T&B_M0BQMS\>$)?#U?92LN7'D"@\!:;_6CP)H[N*J1(.BUW:]YJAW,[H3T^EFK^@._M^PVS=P\C.A\)"J,PIM:)WDI4=_M(?9:.0OG3ZXI[A+3?P*K5-
+K*2*]RC:$FVDYG9I."?0$(:\N@*8C08!%F]]#_MT@,F7'MWNWT$6+/B3D\1/T6N%3QH6O)3Y!,CJ+SU*;UI+21*X#[R:>&QV*.^_M-@K80U=,MAD=/!;*+U[[OPT'5^/DP=)HPMZ\3N??'UEIEX$9IB-
$GNW[VX'G_MOTR"R;3+U7\4L%9^!9MC;39=4M9&UGC\O3<8C:^6HV_#WF@YO%STIE?+Q=*:_M#!B4>[[UF.LH]V[&^3]R_"!>1R0R]Z4LD(=<92EJQ_;)*_R">D23/;*TCKE
MW/$:^X+N5UE'<@L(G5B6B0]Y3CQNO#?Q49HS9_3ZGPIU(>ZVQ:WAB?6!=O4#@*OC]&8:5&LJIV':/2BVG_MV?_[B-$2[S/."6RDI91S>1LI2S^WG+XNI]#38@A^S$871<2[H3.4W@N6>&@[
MZYV_E\[<&R](7[#!]82U.79W2>K6R[GH_,KI<52U2VGO:'5_ZUW?K4838:+_M1:_O3P?39(\7KK-PW,41B1VHGA70\H*7/HS1.Y53+]JO76;=0M4)A0FJ6>3_MBEG*-EN%08PQR%8!%32V*DO-
>$OJD\IGI0[+;CUV_M'SS,O2[0;4D;=>K\UXP5.A\N$>EQ/0*.]]:;]TZKX!*9957/H8O&F\52$&-5U5F_MQBN_D;.MY?VOS!)$C:)E>!*@QB@&"NCA^NS:9RN+*!^3[M*=$;E@?3HT770_M4L9;)#&3-
&U=H)NLA;<^,0Q-4-B/PPAO$$GOA#A@#R>DF1@$G32I_'57*;["_MEW&[^2C(1'OLV5UYH,Z>WS5E9E#B7PD'U;;T6H/IRKE7#[E*^'?E3-<]"4P^_MV[5-%$//^"6O7<2HE!
[LARUU&9]/6:18SE'CYN=37M&_$AS64[N3GKILVD=8_M6)184K"X&@,AY3CQ)D[\[M8&D\CJG^1Z60M48*RG!;.(2>-NX0(^)D@0."KN_MI]0_W3'4MOA#;U+9B-5F^P+B%Z))>@
MKUG?.BYM.)76KKQWE]"MRA8$YP?-[FM!27"5@/I276I9<7#-0?1TQ9$8N<.'_M,ZH))U7#]]$:D5PA<=@9_[Y4R3KOC+?Z_?G5<-_;_O=L.%ED-<6GR]^&\T*E_M<3VAI]>
(.&OV:L*]9YGM14R62EWGF;P9QVJKR^?3*S?!E6J-43"/'Q7.I_MF.=2,4^N5(SA+X<5ZK^<^H'PO[&!:8LF>#;I/9OTGDUZ;B8].OB:_M_OA=HE6)#7JBA]Z4Z1?E(&18_M,QB>+
[DQ0_!]L_!)O_>P29%TNF'Q.HHT+Q+(2="C@TZG$ITRE0AL(,>!54L_M9PDFYJJH3<%BLH+:_'2&OK#,U8Y@]$KS)_";Z])H98L$*Y)^6J7VZ3F=*APQ_M55Q0C=@^GUU0SRZH)>"6MIDA:*^?
JJ_KVV2]YA+?)2]DT++NOVV"%R"APA.([:'5]UG:\EX((N32"*M_[0\S=_M77*5GO8M1-TWN09YZ)X=!T;"8N1]I9..TPN/A-',WM*=P/DQ(SA"#I,@_=N*
MV!OA$:+255)OT.:TM,W\'I(E)W^RVDES[S923*]*'>FLKE7@$&&)>P_OR_M6=/;5.$I0^;_%6]-<(_K,TT)2KM1S+Z0=G7KIIQLG@G\Z4-$PY?;;6^L(J4_M/93\UEW2
T7\&I3(YY!,F<(!M=>C!0]%+,;#7"VP&4A,U@"/ALU0OV0^4&N)_MS^W@AS0%+-CE^DR39BA9*!H&H=\\+BO;=/E8Q22*(&_J/Z[D=K*_#_MA_X^]^M.G#!%DB$9?VA=PN!YE8N_MD?
JE_>!M8MBF1]L4FER_;=L[""YM5C(SV@[L2!">#??I(D1E^L&=S_R09HAX_MV/4<>AW.'XHRG_ZZ=1$J+@O@F:X+K3FZ2^D+I[?*)Y"@4S>0DC)@GEJ6'G_MQR@,8^0.DD+!Z?
:K)E/:X)^)K\2YLE1Z=\-]*KPTHXB6_'(++]R[CE8]GK-_M"MP)#AS96SVU_MT_L@HO$)_?S3CG!L@AR_[1!1W%NT>LDKKJ6"FR_>K1&BLW1HC>E:*LRH-X27$:=P,>D'_0$&V6C?
S*5TN["O7H!C1BZD%_MM!DUS>0]_*"&-=_P80Y%[RPCGT#WN%IK?)U%KB<\2T_M#\\=W?;QYLX.MNP/'T6LZ-]--"7#/V+*0[I5>,&**B@H#)=K.UC2[X9K[+N@_MJ9_1T-KW#9\A&F0!^L(;?
O[8/%LI%_3'MK_$4_*5(+]$B,Y)ITS1O^4TK"@=_M<&(V_,"GR.B4>"M*LK^S@^VLDGL!*,TF^3"=FP*]+(&XF1E=,R,>G9]WMJ#*_MM%I_PP&MP0N(I#8C5KZ>^?26\?(X"PG:>/%&$_,@ZJH-_!39
*'39J_*6Z_5_M]#.H1S>_$E,/XJ.[_;I;[W!\&+4'QF4>MERG'@3^_0:DA9L9S<8@M;LS<(]&@4.WJ_Q#L,2_MU-P(HXHC:8ND4]%3DKZYVBC&I'.N"WO2*3M=CL$+R_MY%I_CE0?2\S1;C_L^
MCJ7&K1^=A=?(UW^GGP*MI"SEI?6BJ"$%&$FD7)#756"ZZXH+&4&%'K#]ITD_M1",)E)[%++E/*!>_](NN;%X-"%E"X*DZ'94+4EH6T7_L/:4^)#I(NW7Y+JDD$8/>'QZ0*4L4
S375%A$2=98A0'S_M;H--_&/RS;XQ_Q-Y$.IW._@.;K)BXL<-+W6E*=/O#@,4Q3PB(9PJ)V;[V@<_M?D^.8VF!ET*SZS--EXDJ_'_H!BT6!MP0^KX=LH7EO-]P%0PEA*N7D7@>.PZ,05H#9>K=IP%HBP-
]>Y#_@SDD7*BH_Y_M5,=3Z7S0<^Y(U@N!8/$"8?&K$J3_M=0PHLL[;Y_D;&7^<:@\GD"UZ#4&JXZ5D9'>+4_]RVNEQ%*FNA?$YQ:_?]_M074-"4))GU>0]$';Z\\=DC2/=DC2GPT)FNY0J;T&#OPJI?
>T/0]^+KUGY,G^_M7'I/G;FV3O+&#EOLS:Q\5:%GM=GF@Z?8XJ,@7R_]H'/VA31?$AZZAJ9(Y;:_M_26_6-SYGBBQC+SS]5M-QIV&XI&5682P-<$[FF;DL.)HC0G+!J;D)SWLU'4D_MI:R!]]__!&9_Q
]AN.O&"5Z#8B_MXQ^_PO-"L,R6<2Y;(,US,N'J9[PN=N\ZHA68-,Z\F_ZP@AEESF6COUQCL+8_M2KMV'5=%!HU3Y(6IV=.?7V"R0.3>?XP_M3Q1X$;.@'5MOW;HP><.?
N^X_9BH4Y&N4=NTZOHH,@A9S_VJ1%?W\^2WIZFZ7_MCS)OPQ;6*U,=[&G@7H-E:"9H2_+.]0I-8B;$+$=]6K?#]GWDGF"'MK,NMJWH_M_JXR=.=G23,"
TI9D4$#!\0<;R0+@B/W65WCL/LMZ'HF*@SW).<'&I,@Q-"_MJY.%_OE4%$F]&!AW4:^NPROG#411X\N'=FJ0=1O9*ER"&-TF>UX^JF*ZUK_MZF0/4P4P:?
RT4,NQ!$*ES<)6)#6W8^PWDD0G4,4/'N%I@2KC$T1:FP4--@!6_MVUS3/D\+S3)G8,R(-F,6C^)I'(61';CT$E_-Q%S'IXADB3T03FVF*%VUQKH-_M=AUN0>RU&;"*4[9ZD)];_ZYC785+$&-
]46.YB9C<"^2P@EVZCJ2$,1_\?2]^_M(;_IXXZSQ(E_5*P5-0;K.N"U60:G0ET;%F"(GB,7;9*B8-(B-+RFG<5'S!_H_M_9Q52$L%A3E*6*9G0+3-9_Y4*:/PX;".PGPXMI;#06]FS9??>\NY-5E8_>5H
M.EEPJRCL.3\5=XMXL[')=GH["FXQV21U2#*.ES@7:[ESLV9$\IC]6*H9<75Y_M:4E_4E27*+WNS6G\ECN):&IB@37ZUR:_MU8HN^K'N"A%FA,F-G"E.&0&_L^LK:_M
M\-3.PZS$8=,+%]HH>03N*/K*_L_UMB7;CD+7;H!5B1OP0M(^,+\C]D/D6O>(_MV"M4F%='@"8:]FD!*N44O*^T"/:.]EKK\+'S$P&NR_\$3UTS_%'P-+T:E09^_M:K#67I$-F]N%U%Y@NE&:1\'3]
(I4&OBIP5I[1=8-_MYCOB$P8,U*K;3U*9^VG_=\B1R$Q]_MWM@A\XMNDR])*N[03R4/X6_6?/CRW%HD+M'OE\.\^T]I.?GAYLI'6X2RY!,]
MT^>,9^;Y1D&8.$LM/_EX\NAACAR\"EAT?/HLHH_#2*7:?.,?TA1VY*R1&_MT_M8C?#D,1+>:+/&>/@/-'T.XR/.B5HQCM3T["5QY)%XXPWL3M5V$F;0_6T0&)U_M"1CGJ_"HE3GZ)-
WT>&15)*^$E;E>V5/_9);GMF%(#:VZE37X@_MEGDS>VPN*^[IZWG]48].H+;P<'5>0,N+OI3=_",$:2]I2?3S[;Y]IA%8/VWB_M3I-8S_R;F#2WCP#MIC]UK2EST_SW/%D;$]]Q_MM]!,>LCE2R$[!N_9J-
;_;4^@"C)HVKG?CC5IPMZHA&Q>LVD?+G%D^_G?,RE-_M%BV0HYTL7[.>?]NQK3X1-!RN8.WE3\5]@DOV(M1/$F;5+Q_^T_M;EB6"E$>>OP9NU=0TSO$7_[!:LR2$%IAB"*6%FWLV3>>G[P5%#R
^BQX_#6=_M#>?6^M[+S_M3]QXO'ZIP.OT?#SZ:A5?N;7!(,".R$7UX].#W,7$;ZLK,5M&_MBI\;[1+XBO"+VW=ISZ$*(B'<3RUTBHC[Z/")\^6-E_MRHW3(?G$RBSCXEYZ_!@*8E?!R5PO1O-
0F>S#:!3.EM^7D3M,CW$TO;VEMV!Z_MV4U_M;QLP4/(0Z>#NINT@*JH,4MLEMWE2DEX#*LKW-YAJX_PC15+3)XBW5YD&JXK+_M0>.X<,CWK@+7)'DG5EAJXK08X>.85.DVSC3?)'8_]<2LP;@.
(CFE/L:9$J_M7/*1.H:C(D.*YFLM9KX^O=525E#@[_UY0FO0V:$U]#^=,,/6<-+/6^NT6X)8_MWJT"$R*X:PDQYJ4PT01"AR!6&2^:EIW$PV_M/IT2VU9M44MBNVAF;]EF$@J-
')R6FJQ+*NL"2PDW;M];Q#.\/_M'X!J!?M1VV(7[F,E-C2>,&*10G+7<*:T(GXC3Y!C(6I5)SFW/1]MQ^.^4!\Y_M:'7-H^*46[_*A,9B:=
'68'@TW;_MYS$L;=;L8G5IA\3PA[D!>X$!T[Z#QA$U1&Z@V4UCHRS_M:(W1RO99F7?!PMLUZ0XH!R0W;;T"CI.#9=WW;6\3+E_4^5F%.",D?;K@._K_M*&@QVEZ[E/0^)5"_=Z6'[R<+X;_O!LEKWA-
],2EQWP5X)2:L_9ZPX%.+3A_M2)Z*<%*L;$P8@@T-B*^Q4"_KDKJOB"IVF?#:ZGLL(I)ZN1_LGT>#COLBD1-I_M(S7#PSWT.D8A;A46;5)/=(<[_8:=I]"KI635Q30]*@>TG-@JAC8#34I/;
M73KGL93JIK8))WKAX(;)!^39M4$SNWK1E!%S$S@NV*"0C/?J_UG3D&RUE*.&P;T98PZPG$CU8YZZM&CY]$_MRW/TJ#EG_7/T:"4(#3WQ&XD>U73R-Q,]*KP!:%-Q@#/3VUR^7?&1!#3OPH$D
MY+0,2=TJD\?'6>PI#-,@_GO_DR7]6V@[2>XZV1]]/)">HTN,"SZ.)?..UWP_MFGSTG7*M.HU6"_G)DE*T%E,G#4+X]U9),4ZF+RCKKRS=5<3>KR[R-E4:_MB=0O[0=O$V]$V_ZR-BS45C4H8M_C
M^LP,M7$LB?$2TP]!I.T>NROR.KUEA_\26.!G[(5K]L,DUSR.E+1K5R!39_1<_M7OH\T-CY,0K#&+D#>C4+5FEZ_B3=?SA!/Y-?"5W1*OV[@F(5;L"SOW$/3K2_M6Z>4Y"H=98G5[!445*
[RWM#)9'N)X+MM/F/&3]33LUZ_M.RIOO9"';(4D)XY2X$.^0U>0%9(/H?/1_'1F-IF2)_G?;=$9U7"@!)24.<._MHB9F!4+PDS8$?3ND%_$L%F1*DMS/:?U2>M8\FB#[MN\C]WP[M)UUL:T_WV.'
M[@SZS3_*S8W/6D]SE6]N::W0CJ!U2#%H0#=]21;*LC[^,LQ^&PH*_=4:KBM@_M'L$<:%[0%^QA^Y3B6>%,]!C2?)[,HYK5=F$E57\RV_%)BSMU0NPJ+(_8:+/05,M=8C@,?()!_MH6LS8DRC-
2+9#!$(OM"L*\+G$_T"D+-3G"Y;2<)^B)Q7*WS_&CENFJAD=GJ'_MKX5.S'*)*EROL*$JF33P-_F:#K-=RWW7W$8I1ZODW]O%+C>O>?&MG_:CR76_MQ"0_[>0LL?107K#*AU3M/YK-(_;_&SM$]"?
_'U!+_P04_"_#4@VY9DEO$_M%B)V_!\L&D3(O\7[]X]_7;+Q#._MXR))\]6_?O'Q\3P;HLXJGBW6W\&:278OJXT_M8F_81V_>??OFNW=??RZ3+YJ'SY\@*3+\@)>(F_E#M=M0*I4I8\(7]6?/!"_5
M8#)"OF"ZW^1X%54X83_T/?NA=_^+_=#?U1_?1D\X(P?Q2D[1(KO/#4_^Q\G[PZICC"@]^_=A$511=E!X+N:WF'?X<.>%/[_Y.F_M?0XT%[FF>!7]7/-V<>W]*\>1/RYH@,83AJ0K_F#!^:_P
>&NNVV_M]2+NM9LO:UX0V7R:,O(VEU'YQ!O>EF]64;2A/_#M7[[!654VG[QAG_"'4'_P_M&QL:\KGU32+RG*?*R*^/?)Y]1L?H<;^;]?.A_,S2_:4Y(8T5$8]NCJ"6^_MB0LZD&VJ-
YEXZ$)]28]U$XSZF14.PK]E3VW[XB%3"I#>F($E\66Q'A4'W>M_M<7VJ-<)U1C58P(;S-Q\?O_C?7_P52\0%T:],#_^Y9M]TX=P*7E:I9P@;[__M[BTGR=7E^]EO-)A;%SG_H?N(\!CJ[='I"?
SCA(>UYXW9I"[]:NQSO&O+,G_ML&!([*;)"X1IHPCO6T55@39UNXA.@06_F7^-QTP#?D'S\89UAW=W[>#4/ACRD,NU&(KR!-T5.:G_
MR=127)XH(#@I894.VB08BH"R2]5+@224T0D^=)BR0[*V7.%CA_I/*A,5SF'_M1@4Q(3BQ#-=V'6]#LBO\=MBU*02GRQB40^9TU5"KU\Q_SDND1TRH6YM,B_P%_M4P]'AVQ7.KEJ>B/5.%-
::KFIP2#8**Q#F@EE-$$=]3!TFQY,-[NF9]JYFC*@_MFTT-$MT377@HQT58;#SI&():.IS,TJ2J2/FVK9]G_/B(TXH)#U:X+"&97NDQ%YK8A#+!J^0P"$WHA@46E>!L&H=SR+%&_M"W$UU-
>#LM37,TW\@X;9R\O=8Y3ANZ*B']&^K]\)S_>L+,>+$?!.&LZKLE=_ME#W0>"V?1[8'D^R'&6%^$RY0TRK+KGK:(=;P!:)-HV[;-\X'#\MIIOM8O]E_ME+$#-X_/&%>3/-
FOB3!#LJ+:$F;R+;LZ)7Z01K:V]FFL9"MF1/!\39FI8,YM3S/!MTV@W;<^3ZS$F#;;<+]K!Z7H8
M7OOT_*D_.CQY$%;7N^G+!DY!5_'PUN7R/KTTL;X7:=]E(P.*E\&HH\/S;;O_YHO2J'J.WU3B^.M5\?)-@E/AEN@?>V]$__';+5Y%_MV34=S)6G!I02/NAB@,88HO@Z."GTF(8\X%)(B)W72USQP6\1I5E!
<,+<$^;G_M#&ZK1.\K')2\>0QG_UJ_8=4(3I11,*50"NMZOZ%117M=&N14"9P@T]GJ39_ME@V&CSC>DI0=3+G^S&81,+FAGGDHFQ.*%[NU_T80]6S_M_J+7+?[S/[I>4L#Y?B[XV^;7]BGQH*,
]AK>CFK7AOV=SF8/9&,_$I_M4A82%X'C-6[2/*WP+1WKDEE>4:3L&,VD+'%57NX^1/]9$+X#:HC>1K7@T]L<_M8%K7UXQ0#^Z^PS$/^2E:>,.;0/LVD&B$[?OQ9L2^.)3M\.FVK(HU)OR(--O4
M>$XWMUNHX;7U<:D+UMJX$,&$9I_M@_TIP\7XMCH@7_?X7)!J@OU8+();N]_LDH0#&-,Z.0I_M(Y5]PX01D[Y_3!Z*<^DQ=]72V#"_MYUY:6$1DA:OZE.&[V]NI?
I5!*^IMP<$"MEU[T,@%]X0#,&D4XM+M,=!WL%)N_M&$-G>5F1K27!B7H-2M9"[27:RQ)-%]TE\F6H*V>_M61LEO;'&+#4EB5H,!B>,V(84:(11(^V9"RQ'@4[9-NER9ZJ;,DXU%%MLQNCH
MH],#R2<+6!O!$'M\J&[@Y.55-*I[O\M7F,QR0YD!2<0:B33@6K(.OH=!"C6H_M8>+J0L:#\=?GSUXH4\T+U.LU5RP1GD_$Y*.>B4%=Z_M&9W+FLZ+XC+*?S?O)QGD?5+("KO+(ZTP&#+9$
X9Q>5;+U05B*N9_M?OP=_WE#_*N4\Q?L&F#N(UN%4'_ZV)!),2L314P6"4:<=SPJ2=5Q*?1?>W="_M__';_TMW5_P\@^]\\$_)A_5]
[XO@_;U"HZI_E)95&M/9QP<^Q)QZL0R2\XESFW8Y\L/C@<8U5)>7/]>HBM_M2Y=%@O>S&9=T9F7QX0QG4K5W+#1G8IH;O)^"'7;G%@6],_QN."'4_M;TQH#S-U=>#,1>L[-.NC-
7/RD*Z>37N^!GFO220VV+U$$IUP<%JY(M1>:=H<_MB2H(XCKGW1FN[ZII[@8T^1^EH.J[@]1_A]<$]:6"<'(*37L)4"/MY\:?2U<:_M2(*>:;_!.J#!)5P:J*%I:'!Y>AH?(C([BB?U]_WN"\-%_U9%?S>A;-
T8C>L32+#A@".@*5G1U7X^4W_M6T54:\)Q=N\QRRG>/*?Q55]*.Z?,OLZDX)-S=N!=MNFEP?#,"E'*P&L54%?C_MW/6ZR(85C,7SY3*-,7TKNK\]I5X7$WUX-D;;8TVOL29UJGRYJ@:GV6%XY3.4

M=0-(M,#=6X]]HI&S3PZ>BT^D*-:/FR@V72^E$O,W ="#W(?\L@P,JNB!*8YE M$,;;=%R::_;-S%>48KY. >M![D_\RW+!*>&!9BZXD@C M"L='/6Z?2OS'EHZ9UR_T?VQE1W327B=[9LB].9Y:-
#AYW/#)E_UTHB+@T!* M'YAB7CQ0RP8DD6&90"4(E4#F,&E(GZ"9O[=IE:[XDMB4K=^]4Y!50KY24_4 MF_Q462(X+XRPI*"D%41,\KS!B"B_:BO"(XEXKG:K+SHS^#YX-QM :^KAM
MN:FDU3T98YP:Z\5]3I%MH+M399TL#$;8 2HKFB%^SJU_/NG,7/D)YTEA6*?K M?^^-#2I8;?=WOX31WPI$PPX6(N?NSCE)5VD>999#9DHQ;YUK -GVL4(&1E?K M@0U[O)$\\?$R3<]??
V9902MLZ7FEF+>>-X!L>UXA Z/G]<"&/=](^NGY4=?I M0;A,S_TJ/> 7Z8V]1N^LU^>-3YXR9HK;M2"D3^ESR&T]4!CDB'-4!M797/J@S1HI> 1 M9 C-0!(FBKBL[QM^KXJ8E]=ENRL#@^2O?
=WMJP+57.S;_2YXGVL 2:6,:Q&^ MA^6Y@R?TAQ/VXS=9M%+ 'WSOJXN5L)H^[GT)HI-5B*3]"(T,8D*ANOD*ES%) M^6U^)CMZ8MX[70%2ZON.#"P*R,#T3.C(!G+L#WC%$@;YSE<[XACM^LW
MPAZ.!4IA$*1Q0:@=+;I*J-4*Q*-)GF^C[%O"F*B3U_,-VM4((=DZR;+7K M0[[(DJ 8HX6GY0S70+4*'-KP1+\K&B8Y&MN1#TD>";:)/ZTP6 H-$3]R2&1I M,KU 3+K')"T2&F83&XM1!
B)P4=@]'W0!B+01AW"1)Z(,J MZ__N770:X?4XI! $Q28],PY]:\J+Y $S=-,"AD.;;$:9^&YXT MW[J2YEO0I/GV$-(L/A5 2//=-"%,_"T^:[UQ))\QUHTGQW$&EHQP?U-5/ZYYPL MBD^JY&RM9!#*R%"5A-
F+P:.+A,U&%J; XAFF$I(F/+":DWM2O*1YK ^9=>)! M"*,!K63-0!8>==0 ;?Q! ^)&+ZBO$4&Y]25IQ,)XF3Y(M8L1,O!(T@=F=2Y" M.B0E[HNRBK+_EVZ,$W&U![;[O-*ECM%G/W2Q
D4"&2R[R+U1,AY+N;&4<)CC0>H?^UMTY6@&K[N/,= MC"Z6 4D]S-]K*A/B16:W\63WST6N3O"017SUM Y=YYHQ MN4"K\9\KG)=]]]WYSMO(/H33#N3-%R!Z=XA&KCQ6?^^Y-
W\F:45_>5]LU]N\ MWN51V0UJY'SULA%FT^-*(1"];T(FW30K9%%?V#,M'HLLC5-VU\(',ODD::2R M2B7DBQ!Z@ T;9 D05-#"DBJYM(*HD?1,@GN"&0DQ[0A^"!#G"2;SY5(YVIN$ M?
9'"#K@AAUX2!$FL\%1UP^*.!A(JB.N$I8C"*/0B40A;3@-422Y"'2 M20?22BJA&));=?7$W;MOGO9I)16A4XMX&Y,TX-H1:?]"&YH0$FW[[#OV&VL M[[[]\NDKU&AY[OZ[@MT"1(?
$Q]WZ]<@TU:>44KY(8(#8\$ A H(*>EQ#-MP5 MJ!9%0C9$=:H>6(4Y@^]]$4)]^GZWI<@.EV%2'7UUKZO [G\MHJW^D""6LRW MZU>!'+K_K@P("AB ::H7[]"^4KK_ PG[(6ME#P)6P8* E24(6$$,
E:N0< J M6!#0_*PH$4+]TOP[JV]A,IBFE/9-"@/D(3\4HJ"HHL>G]1FM"MKK^*YHR4N< MS?)E0=;\]V_H'PHK-7+>:EJ:8+9%+55"(#AB0B:5M11%YSK"B$G[YL4V22N< M"#
W:1[E<1IE;7E$U8JX7<4;6OS!M\2QR,/@D!M(B4Y"K:EEV"KN2UWZ7DH7 M"1@_XRS[M[SXE#_BJ"QRG(BU%-5.D5G>;\;.!78_:48C#().+@@UJ3-,Z22/GESD:F'W&#(0_46-3,.05A@]Z3 '
MM$7UB#;(8@Y/60+&+.[YN+81].#4ME(6$&>, '5GN.N:'_O86&@%.F)981+% M5?]"KZ(]JK%I[=6)^SY4:0(]/$VID@5$(2-[?G)5H>5BHD:3@4K&4.F--1: M%88L\8&4_\(Q$D2Y=DPK
H@>*ER&"C($-;)!N/"XCK+L&"UP4-;)!N'"]QF1%A[?WI/A4/=?U6;6V-;3]S_N"X]+*HMY2A:AGVFC!#C@CR4$BC Z,>#HKN\6P4PE>%M"/JII$X9@]Q%14<@D[/W6
M$2U@Z>X121($D:SP]/>0M!]H4?',FCGE,.G.XS@(=I=>]K2#7<47@US!-SRR MR8-@DR-(Z2IWIM:?7'-%?B]BR&I&W>+V^A"O)^0Y,E8 ' 3&'0D0'-'"TH7%
MW;L"PM3.VSYE:7R3%9%^E:4GX[EBG@QO4"QO+P"(3(J78D\+HBX9)#^OXSR MW\EV4\6[>U+$&+,LJ[+U5K;U-T=MOYP995*?34ZJ@'@V!J^&@?LF4*>-B\Z(M%7(QCR6-LVIN1?S[XW-
$'^!\6Y5L!*7]*O@1B7/VPL.!@PV&0P:@*CG %.W MX< U$5>]0$(9=;0&S<_*?15 G%SN'O 2$W;N8(&_5Y?TAWXWS# <='W/WIS- M&4[FK(H@2#@6K6ZJ5Z)N ^B)Y8C53:!?62.(M^+
[_G+QJMRF)?/]Q'Y*2.RJ5E5#YQ M<[;EFU44;02A<%:5S2=[9M4?_#8I2UR5DR=6T3T>1G+ M$9:4(?;X>+UX!,*".KIS(H,DZY\3&K@R-0:"P!BB1]>[CB7B.C\$9\PT*I\G M><+^<_W'-
GV),C:"3]II1,B,>CONYS1V.^KZ9-0H<[H,\IP>8GY=8WU*D&?)-,#[3)*E@)#'RTT:7I'XVUF M.UK2T;4@,'@RR]EEP 794:]K#.R+^.2&"ER7%=WOP?!! 6K(A%8D>/??$[R)
MTN3Z$\P;G)39["HVL3T(8X7:9H10$0Q$3.D6Y$2:+L! N>>13\ W*!^>2 MRV@3<*"QCC'AAI>]]*+LUG6"ICN&S!]!QHE[4FPP]7;W%&I% RP6[&_8&J=^
MN#&K^/4V=O!]]Z,7!^1[K"!E%R14+OADBPMS+U06R^I31(!$O.^+(OF49CJ[M]U_[I- 05)?XVS+-NHL+'!3 M]1OCNAO3CWWM>F"8-0*L'"LWJO68!L/;7.%-4-;5,$=C]4#D]ZN4\+KTZ0F
MX8D*E32-%C+A8YLY'10CMJ%VBZ,2/Z2KYV]^_%@*BNL6"\PZ7A=>7.#WUF!, M"F HY(]R2"DNQ2KX;,O:RP0GE]&QA/ H>E<2P(J"\3@C 4M7%\PFE[/;V6)V M_8@F=U?H<3&?_MN/\]NKZX?'?
_BI?_[VW3_]%5W_^\?9XA=(7'7;HCLK0)+XN"(9@9GVH[OBH0P1G/LMY$Y!042IY6(FWZ[??? MO>7),T3YUL!6!^54 M]1D(82Q%)DI'N*RD6F"R MOBP(*3ZQHW8:>Y62/IEC@-]EC4(,#&?TV.0[#:-\
[VGB,YQX/(0MS&FZ3=B4 MDC[98H#:98M"# Q;]-@4F_3KM"P+L@,X1/47Y9L0;6<)CRU*X39+= ;H=TN& M&F (Y@33N%_2S+]VK8]"_)3VB:O8GV:]TGDY+?3ZI-NZ)*Q-%^>I5S]5#=($ M_K;
(5VQP9F-OXW=UUBI%O;+& +;'&X4<& =D &<*B((S1>,X[VBW'3*]=?4 M#&RR&0YCVUX)#+M";)8MDI";8B,"9J,T1*D*(E5 MRTDK7]]$'>
(M>%5*G,=Z6A@UO)ZOMD/OG:K6BX/Q,';,\GIVJR$.4G=U@K-+ MSJ"AOE/D"M^+(7=2521]VE8L$%P4;#"G!M#G1%&LFC592V;*]7_$ZRKH61Y0 M;P'UI+\ YDTYBUG2Q7Z="VGRMS#_L?)-
_>DCBLX2%-I#*6DYZ.>.JB#@YY# M,3!TTV-3'/*LX[U25*![8<+!Z=*IIV=;D^/NW7[]]^_8=2UFX0.\NZ-_-_Z%25"Z,MM5S0=+_PLD%^N[BG_[7]O?_M_(_?\Z'^W<6[=W^Y^([^]Q9-V9UMB?ON.??
G>!:%,;S&_;R<)/4R9)PHOK1]E]E-*9US3:I#2&UN4EZ:2] MYH"9(?>ROM2B8#AMQB=MB[?2B)US?Y/F*!8*P6GT@*LHS7%R'9&<[=-.XGB[_MWO)T(3H_3^-4%URZ*/HDE[LA79[9MMT!S37$7B]
;;?;+2'24\YT$L6$SD ME/(Q?6TOQJ.5]GOVUPBY?_A7*0]&469\]P.V<AP?D6 MW]">8NF##-3/:?4\W5+]KS%I2W6R]FKT_R>+Z+-V(^Z EOQNA1YL:G]O='0S
M8'A[,/8AI^)PA8AH+7S:Z+0HJ_FR-DX["/1D_ZJ"GC]4;0C (8L*E3R.%GR MLS(Y)#]\)T59WI-BJ#K;R)-Y0&(P#L2$<4JB5;VM]A4^;?L0\ ?P]SBFV;)(G
MDV2=YBFS@V4\UI;I\DL3&CQ/(NHIP>%D=2@ M#Q'Y'7?>+_.#4"H$8)X!N(0M"FEH#--#E,Z'1%F=N[-N%,Y4=.Z*\96=9DF+ MO/&^ RL,&1:YZBT.9HD_:5-)U5@U/O,+S2(@)O@+(-+6D38K.9
MT:\]FURQ/_?-!/>?TL3&=0(4>#KI-(V$M?"@@Z=.D2ZD&20R:79H2HN3Q2UIFMF!><5Y[OV9=&Y8:O>5%_F;?= U<&;E5\%)-Y9O0*@VBF4P"&-RL82K([H ME-.DC-+6;5V_VI!+G&/]GK-
6VG\.EA:RG(,EB<(;&4TP-0$_*ZVX(<5+6D)8 M3MA/4YK$G#3?TK=DWDY%#JE597O>I_\Q_RP^UP.37X)3_O(LQWQ6&U5Y8VRV M+2;;W^S6BI-_A[@*F$+UW1X"4YB:HYUQ7$@XS7"5<'K1;5=
5@.4P5-Y^>" M\^!GS,J9XV3R0FFZPG=;5KUMOI0.0EQ&91IK#![9AD\>'61>EV>C&@#CT Y! M/:1HTP:*1"-T-!:'7]33+N@->F(-027S59IMZ:>NQZU&MP* T#83'2BM:P(Z
MJ2VXCZ\U(MH.3NRF>EUS,MODC36R/DEJA-NEHE(0#.%,Z+03%QKN]2@%QCD. MK:G?&T?;6^F0/!I -C&I%@7+I3Z^,6QR\$GGS-(]M++CMUZ[@CZWM$@>]XA4 MIE#=@'/8)9<1_6<-7"\\?
T+"0YO#]I.\@ELD9)D MEDO,7BWZGI3'GYXX:\0@/KXIR",F+VFLS6D?V08 EVTVSS6]D!J_[LB-J*63 MB;T;898%066M_)6TW2)A![-6VP@ VEH,=(XZ7AUQS;#=F0LFXN!V3O+DYX@0
M&AZ5FG>U7SBV(V]Z?$<%RL1E))LM'\+2SR+SI MWXWAEZHBJCB.JX8V0I/5:IZ-K=H&@CO"8U"?A*BGBC4/*UTX$UQ>=D/H<>^ MQYI&0E/6;J"3AU6V
)JT5MBFG3JAAR[#>E.QC%'O$RZ*J[3<%&6]J^QT0",@_MR&DTT(FI?N^C,F<5I* MYX\.T]-:J-93FY[J_R:Q"@$0^(VWS,6-MNS(29J1Y!.UT!HUID- M&2&;B-?N]I_0\9TUUU87!(S4!9"DJ#;'-;
<6SJ!^"%K=G;%20F(X$YJ XETZZDDT3< C8I^X\904 M^J^,F#W0Q](3UF*^+NNF\VC$WQ6[N><1QU2R2@*-AW:!##DCS/?-3BU-AC\ MC3BE%>97)"NB_/1>^[PO[8G?!^=& ;P0(Q^
<#_VP4C@A"B;9'KD6)/QB.%&%Q=V'4SJSO'8T:V H:_!T.7"G3L\\^ ><'.:-SP%>S\%,ND(,V/\00*7H>3?LK^9JOB:.N.']8YT!?U"F\H_I2G MJ-&_\QOY,B3R9I=SO%?]FN2QZGZ?)'&&--
],5STP!!]%CIVOB.*C]N%'5T M@E.Q:\!\)>9/F=$K0)#Y1^_@]&UM] 1-W=:^^?:11/7_MJ N&FB,!2WZUH]ZN MB22U$N?
K$@.8'+Z/TKQDXPF=V^;7GYE+WZ;ELYB<7.$G7:#BH.>3F,A%IH(H#7%/A;$RH4K!.2B.F$39>U)L-W=%I;R$B-G,[)CGC;AN M2#FT-:^#^W$F]\;[PY]"QNWCS-_QOG/LB-']:5NF.09P]5!SIT*_
(AIZ5$A M[+VFN1:PM)HK27H=UE\P>2I*;%W.U:$\1=T5/]?QUM"S9%M>+V0[Q#S>C?RC6D &D4/ >^O>*DNK^B9_CR>Y5."D[1ZP.SGAD90"HI*$.G%:&TW,IEV?I-
S*41$>)GXL(LIS]#G>85%O*=Y>KK M)55FN>MZ8\Q8@E9:EE%> 'HFAK'[=:/R^9;A5-]>KQ?SQAL# MR)8B"AD8:-#D\]E%?D;OD:<.5E4WT%^BQ;.F,:\'Q;\4C# M!G<5.VH'Y^']D-
7#7SG8ORA+7(EZ55D:/:49D+T,V=I)+!8<'W",TQ=VP:CS M@U*IAN6]WA@S2V4]*-'8 9BE->-:D.W"U9+\(+._^&R+V2W@-_0=VK=A"0[Z M*B&C,15X4Q#6E8?"HA%8IL,TK;.M^-
>4BCF@U.X0,>@I7<(]I\%:0? M;X_BA6"-]!QW9W8-\#6YJ@^Z/F :XVB+/CKHA26ZQ@PSDP=*@!=\U$CES,#Z MT#(18@#I-LLK3!]758\Q=]A]]5&E&GI>I#/&-CT:ZL'WDEK,.D^8U@J 0X2K
M+699YAD+YN\CPCST5$39[B^FHG 'M%]G,4Y:O7AD]6*7;6$O \!R9@& M8)YP5%'37=LK-ZNBBC*3 QV-6W5CF/68%%36LM7=\A3G=(T- 6"Q=@Z$.;#:T M_L;C'@S==DXW;5HXY?
$_S2XE11]CG)1L_ZO)^A;GYE5;9R9I;WN3=LCMMJ1> M-#B+W/ IJ2+2[G$2W-?1:5IS2V?\QS8EF-J3;!EG\81O(&C>' <]GYI,V8RN MX[(J0=LL<@4L[191+,]16=\SO\;
<;G>!V$6K&W[.B:U!EL6R^A21\-/OQLB; M@G3?+;[0>H7Y814;*MS:"SE*V68!Y7#[0'M8Z#=TV?5DV+D"]7M(=51[PIAYNYLO. N[.<"+?7=UKA##2]%Z4X*@+AK C M
0]INE<1-.TNP^]0E+RPTX#G.KBGQKXH]+G -HT@TVT]=.646Q:'$G:Z0Y4K M.@FBG#(9V($T^^_JMT64L^01?FMXO5%]L\ZF'81,;B8IB656#>ZQ#L-KNIN- MU;<1Z3[L G@PN]U=-
]PI:&P81XT;/H=.!^C=T=(@#L6GN4,U#(W\'L!6A[.M M/K[%*BQ!X9WZW=)?[#)"+U3X9C1#%[2PGF M5BNU;4T)B5$/9*\4GGM# ^S$:S2 LVX T^56/Y
H@SS6@5E1=*8OK3LBTF>]#_H2(KK@X;)G=>?XVS+KDFA M?_"R&P_4 5S3%U:[:'>.;A,\W*,P#[KZ%?A' >I.#V*[T!OOZ:\POL$4+_@?> M_]SK]@7T,8G'T]OFVE3+MA5^"P/AU?B!_Q_NR;S R-
\/<(778Q61ZFR>X##[ME7O1]C/Q;$O1\1%$#=' 6<2 %AEE: M;$I?QXL.L1V?<9OWG2+E#-*KRVYL"ZZWM=<1QK5F_!T549# 7'(AXQ .9-5>9.+C>[?PID M!NQ#NGJNYLN/I3CO,W^]HC1GBZ[-
*LM-0<:=_#^]1:_)/L>;WDL&.KPY:&4M MCC=%2B9B+:*78UMB44?P3.F1XO:-&:]\HW-G!WV]1=93R:^6&]2;4V7J'=B0_MMZ3)HPQM\RHMVF:0&7-6-I(+P'D7&1DB0%95M_
MR?.4Z8NVSZ3:VZ8EY,@6_)'R(-/VQ!RE#L-U'H39S$R1$\SIV"'I*1C9"W%+ M"'^J*EZ^P7%21[=QL@]JZ3]^NW_9+!1C>Q\K'^12@6&LZ7X>G X*,-)1_VB' M7DITCPE?S6-)9U?
[>*^F3'+$SJW3K91J]'$4_7%]3 &A+TOP71 M^TI(U^=K835]'7Q2Q!=K4(D'W'\SVU9\>(N M=(SOWN :IN<_X(@-0)I^[WWKJ]<5D)H^[WP%HL=E//^KB7"=&X3DBSPY^HR MDV<4&AG?
89T$;OC?M0(@.EV':E3$=X$6)S_M9R?$M'C$&69Y%S4O[Z*U*L37 MR/DBAA%F0PZE$ B"F)#)T[_U)LIWJ-% C<-@.I[9P7XR:2/0^7*9QG1F>I.: MW(>#CB_6.-O&&15_$F5Y12VB[30_L)1:-
Y@6Z*HF(+#;Y'(XP)3^?BB\TV M8AFEO8U0=LCM6*47J4$C.SYI_*(:B*N@6B<8=<3]ITEK@YDZ1FEO8Y@=.3WU?;8+V% KH=8H%.V;!YV7K83:)4L*?=U%"VWN4WM<@]*#&)'F. MZSGB8OT)
[F3--OS\]_\DKK91ENU8GI21!DI!CVPP_V00B$%A1MZ:"J*--*(MB0.@"E^_H58P).811BOI=65.#[6W1B:+@:"+&9MAW6Q1(.:>+E^"C2YW14Y- MN*/,?UE9AAFJ]+<)D@5L.R_2R(&@C06<-
LJ\C>,+?7,W[O@$JTPF*&I;PJW MHN.]]1Q2:H2@D@&ZBE$*<7#$TF-TX5>?6;U!+MRXUIKG.+KIY:V.<3;8O9%. M)PR"7RX(S;M%7:[U.!9H\&/G]JK=3U&V%6>=RG*[WK"_KE)6WP33WC43:6P#
MWA(.#C*LS408I0V"FP=!EG(7>".H;07MFT'[=L*M(0U\^D\ECP-X%N%SD268 M/%3F9:61#?C;+3G$L/TVRAAM$&P]"+]JXT4S2+^47]"#TM91V@9-0"'4E!5G=%-!2<=-*.YCCRF=3#D=!NE)Z,
M>EV@I+0"'DE.W;ZU9ZHJ'/]/9;M186*ILZ8O@HXTI>&FHQH(6H[#,F2D;DA& M(Y6=C:;@OI)?]W60F]1HAO.01E/TSE&I!H* X[".=(F\]5!^,'K;9A&Y3<04PB0 *CRP>]59)QAP-%2L*ZNE8'##
M!,UY: NT9=Z,R*YLL6IX3]ARXX]%' 21W# :DK>.(-<9>]E3I%A,.F^+4E=] M>2_PVW=0SB.:X;EJIPHO]"43_"ITPK?Z_56+!4OW5KRI*AD0KZ[F-1Y38&.+YC/M(5 MY"""7X?@6M$-;]J-:(4YD%>
E[&FS6V*YP&9.4;Z@;CV0Y*'G,$W,TH),J9M$ M01=GF*]$L?>3R7T;_'5TO8_T2(<+],J1/M0--SYOFM"6 S\@./B!9.=KO*46LQ;5J !9)O[MIY !01(#,"F/CY
BQ\6VS'9H\BDB[/ZOWM97TTB@JE7L\HBHXD6#K^A_-:5+ ME%*^]&* V#!%(0*"*I<\LW6K20-8BI,UFDN",(4PU0\Z:+O0F*(+,*XB'8 MH@.MHLU0%AQ_- #'$B\1$'341S&&N8\9=4?V"VX@-
&_V6FU]_N,AJA"):TNJ X-P(H*,C*]H@HBVB?9.> MZ7=#GP$%UBPGS/)$LW>E$_1%,3/0AE1]*2AY2U:$ +:[!OBNMGA17'IFC,7S
MY36[!C'FLT3U2#=*.Q!U7$S2\,FD"L)7C<<[I%S=PGZ!.=EBEA]1M\(N2.BT M$RA30F7F3VG17 /Q8['&4P:+[&ZC3^Y,-3<1DJXNQIDX:]('2UP'T*[L;9MB M_&6-
H;HU1)L#1.*KM/QC&V7I,HUKRQ?1YV:;R)W(]F9"DMG52!.A;6V);4C M<%=B#YMC_*8-MEN+,+A-!P]36WO;+UAMU%2P.*>/=,TY\!V K%[G]D:>KLU M I'?HY#;"'Z!.LTQ5@\;#+?
>8Y\LF80#K/A8)DUZ24@3)RM*),G!4:G54%) M."!)[.N" TD0KL@*SWR0.,08V=VE+7!Y5U0/^(]M2EI_;AH8QRB'V$-W,TBU MHVI6!$&VT7!-N^T);8=!.8B(:*,= 7TO1+,THW*:41>*#
[DFY2E+N]RP$S" MWA:=K8#;I6:M) @Z6>%)R\I< 7$-E.9HD:[Y9.##W?VLDW%:GB4Y]"KV3G@ M!?T!1:*81L;G]>E*>-USL#V!X)PQH5)2!3&A0+?:<8SK54MKTYZ67M:K3S'!
M[;D4E6!P=KB@T[_D7;-]TH$7"448:^]&5M([6RNSYOF94]LW!@* MAAAC9*"J 68O!8H>2FCVH65:Y&6:8!*,(3\6G_;07488G8]OQIB!#YFCE@;% M("-$$Y,N$%4-3*Y0]
U3W9M,*OQI@=E5D%!-7<<1ZZ4!.F$*'2 M+OVFEED*,\T&ULF64A;6PXX 6QN<90?\X1DN]4CCKD1HOX73^T-(MTD&LSYC$*1UAN%"
(OGY/(G%4^29*"0^@=+:H)+WVOAYJCP:R&!P^;+%).37T M>Q'/HJAD.31<,\2)WKX#VWWXO>)M%O-61-L LBVAK9 !018# M,*E\MA!%5]91H:YE\[1#5"]]29-ME 6]5;
(W0E.F9"C@GQ]JXB3].X'1P;#C MK"!"F*WG#Q7)%IBLR_ER01(*Q[268A+VMCIG!=PNSFDE0?#$"D]:F],1*4FI MA^!:/(==9I%WM\&0ZY=#!M_[2=W,OP7QRBLA24,#^\YWENTVP^_>/OWC.S9J)
<6FPKI]8:VDM_Q9,]0V M658M!M(&9FQ2&BR51DS\S;M>N%!K^B_TZTX6D[#'PKZ.E-%+@F"-%9ZJ@"\L M\@C_QW];7^L).>1W1%$;%?S&-'!Z*]70D0Y-#"DHOO%IM0%>NZ]%V0=5ZY##)=P1!C MC
Q4-<3LI4#0P0C-=8!9U/4-0X\Q1]H89_.-,'K": 5!<,:&;LSP$HPZS4S: M5D]5(^=WG-' [\U"X"E4TW(I.E,V"]I NKUYTU*['P8BOFE@QIDGPU]&4!D M4 *3]V ;H7!4N-H*!%I+]@)^NW\(K-_QS;> NGP
28HT.^-!(^]YQV M)KTOLC1.<7E/BO@VS?&LPFO53>3EB]NC#"A(8R#"@@6N>,<4JO6;->_&UT4 MY0EB#>>]$G.QD#2'>DN]]E=:X]&N8>;G$0<<[[6SP)=+I%&!1SH+R4,*%6591
M6W575#4"-VPW#.88^:@0A$P%_5H#^4DJYYZ#EX>'_F.3)/05+8X6Z,M(-G3/D<1]ECTT-B'+R5%:LN-'@69ZX;9]'ZD_Z_M.+I'\4_2_@/8_@7YM?B1\$8F[J*)O M_7PYWV
1KN')6]NKI1!O7WL^GL^NA!.7E:I9QV;[___M[BVGWM7E^]EO^R.L5UM\0WOPAKX.!=&X-3<5'S0; YZ1RT4^.*5&@!P2BXLF M=U=H=K>8W+V?
7=Y>H\GCX_7B_"'?;2HJ\/94YY<838_=XG[3'H!@C^[&8H(M4*\4G&)CD0Y9U5% 5 ,QE3-Q2<;F&!0Z*GICTRA*6CHY:<'TQBH$]%FD\O9 M[6Q!IZ'<4UU=7RZ"#ZW7?VS3:F<)!8="/H=&-
<#NT->7",X3(RPI78X+08]U M^!7#ST668%(*='=%A=W#K!'Z7A?2QIK56TMS509#OK&(I16UQ7ZS;S_;Z^N M'Q[_X>_^^=MW_17ZJ]N9M-9-)?U@#.6=GX?D6]W(%%>LMN0BMRVB6!7\E'
M5R.Z-+3I@&&?(U#Y-A"NAK@>ZBI"(X*>H9,]@YY*$ M=6RC/@E]F@?0Y?AQ+8*A_4G,D((&IO#FDFF@6F50_0;,$W>V_[)KO|VQ'I']_MR'?#_@.>CG43;Z^M|-
HA_1Z_#AYN'YS.7GD@|4O'Z[O?"Q.8@IQ_I2E]]@4 M]#MKA5B8M)B@6I;4@ 1GV#B!^]!:7)<9U?F2^Q*@"M;M*FY-,+ MNAG0=7)FC> ,&P53(M@U]4YH?
GD[>P\DB96ZWW5:B>@CIYZ7YP7AG&4%.>]D MCVS#)_T.,J +QE$-@""G(;@5%]RG>RVN<^OC8#CL]&]CFOA M=3'-YGZG'UWBE3%DYP?P']LJ4G7+P[K GIQWV<#3*"')P%4LF!(90$H M33!:
<23D(;F^H2TNAT]T\B'Y9#U:HA0&RRA]9O7EX_6_?Z13573]TRDFK$?S MB$ZYTW*^'"2)]\3_VDCE]NR38>,ZM+-31,,]T:!'1*1*[/3F=W3FF=:/>&; MIX^;+*U!,_%CB^?*ZK%*J
M>K&NFL90R">WU "[).I+@&&+$I8T(M(8C7]G5BPX'Z91^A_6/+D2Y2Q MN;+C&.BFZW4P'&-.;U1T403#M3%HI957]L1W$3]:S:Y"3/]!VNI 4X)]](8>
MTO+WX#QM[SWLE$E:Y65%MNN]Z9JGY:CKDZ>CS.GRU$D1#$_'H#7<9-FK5-71 M#\Y*5]T.TQ=Q7CUC4]_VE \XQO3%>LJPD96.NCY9.^"."X9Z\5]DM &NLL[G2R4>] <<5X;&PK'
=045SK2R/,GS+0T/UALZ M]+/AW7E'PE'1V^KQ*&>-K/:]6(GK>!CZ&BHT@#*==%>.;B/NXY(GN:K\AX3GNGL M-EA:M;R>"8SH7>4V*P2G&CC<$[52K$(P= &$\3U@M/L#G_J[>3(]=_QK@S
M#W+CW?AFO-;!/=#(7I7]!P,6]W)@?)^K4G^RU%9S\C_$S3K89G=2W M@>IT2PC]BU_V;DUW,I2C+ABFC@0LI4I-?[R^^QC+J'I#[EBR MU/SA%T"TG-#7)DFS;96^X$<<;PFO8G+].$1
MS3]N'A>3NZO9W?MSY8FU%G=/D?=]2!]_Z&-^,LE.]3 ?7;9V!:"T_DHV"]:MLAJAB_DWH,J$[NULEC'7G'Q]G=]>,CFLX_7,[N^,F^L[O%FS1/*WQ+AX&$+Z\E>+G_M9+C:-L95'M5P
/=Y@@>A<*E'M!]<\]R/UU?H^O_>7]\]U@4FYY3?#ZA3=A(0>UGIS)%]5:F$ M8;@>O)]3LCQ %FI!FGCWX?IA^B,_:^/]I\G=U,.%&_/E/>V5M"P+PFL:EO?1 MC]&^PV8^'=Y,@)
(GHXU4U$!Q:B,X%X\$;EP?H).MV>/C_,$7=#=?4+]X/_F% MC>P7Z.XZ?"7+_'.[.'MQ?&>B0I*4A HU[;9(3< M+QND% 7#0C,^ \?]&R_IC$I4#Q(3)1Z 0@H]5?
60FHA[IX%=]$G_Z\B\ UH* M7=/*T51;H2M+,\XB%2?"CV$4R'5"=K/XA,BXS"%"CA+[A3?I/5I;FCY-%]W2U^ MRQ^_=;0ZW0^%"3Y_:#44_3?/64?5+DM*9]RG,1T:E6F_!
]]BRM+%I1;_93P2(%7I.!EY60(CC1//]# M&_-:6>@H@WN5A@YJ"MI5A5_F?]NX/B<<3%:>Y]5Y18G5W1VE*\HS],BX1E9Y1W^Q+]2C]]NFKI]"^WDSTC< MTGDT^G5$'ROS G&Q7A\?L*D?$XWC?
-24=6FXKAIM$FK*+O"RS1.EHD\?(E:D+LITGD C&^1P MO]N\F1]5S X;5S02<>AHD]HW5'.HED$K M)@2'->?/CX="A50^@DAU1:SY,(?^Z91W?;N C5MH^O[1S2-LGB;B0*$4#8TCWPDMY;-
MS-,U[_-5,_5#Z;YDIVH;S.MU8H-<7BOV+UC[9K&N0YVX!5HZO]!]TV!%%o M[MF$<^L'F:U"[.]4,>T/V32]AG+NIDC[\HP9NB!+\(/\FRXA/@+XIR%6Q?,]6VTRNVUM7,(- M#>/:\#]X'V);Q ?TP
8KAZ"6HI]FS;0LB H%K67;9N+YUP0:|M:LM):_;/\ M(@RA]493]D*Y7C:F 7B))H?!E]:R5QE'=N>HB M#Z?
G1]&53HS4"T=HOD14$RT*Q+214_3!O]\6Y64$8Q)>S>AN[+72&7,SVGU7&PK^@E]&NSR'L%:=R.U#03FD\4P M"[TTVI#99H8L[0T+:48|+NZ==,:7XE(]-3]P#6]T.]2\EG1C&X!]O0-1#PE8-
X.6K!T^SZ^G\^=*MO)PD+VPF-HY^#DK^3F^X&K_OV'3@9>MKe.PJM-,FN] M9]+6!*(#0NF.6/K8^=[LD@<2%RC'X==:N_6_V45[<<4/#-&!]'89K"'"*8]D$ MAQ;"Y K%DW;JH^R3G& MF"XK7?3
T'$$6 <>LIBVUH:5O*(L]JLL[6M];>T-A/&@KH:I':A-&PQA1T.6 MTX?;S0LN?(%$0V]X2V!G+#IO 8BFLY5\.^02%"!S+)]'&_76QXK4["D2O^+ M)P^.?QC:AH PT6*H(SLV>A_5DK?-B.-;3!#]8US,.7O,;
[O=W[WN]A]$V,/'@3>D/%:+*6,W^!13]L1 R<#>F<*C!I@HA4GF)++[R@A_'F#8%X9+@KWKGKL=G.MU:8+]N]YU9MNH5 += MVZD%K[F:4Y('XQH<0$IC"!-\PR01$P63K]0SX-;2H:03]DHH(^
>E922<$AD M@F>ESRV@U"*&:):SK%*V[MCLLQH+U9A5?/+)!7R7529Y,OR "G-G4B;Q^D& MP'C7!_\QC\0B(T[8ZISO>PXG8%,NFX+2;Q"!8LKK159LJ]0P5DA2 M?
B_+54+LWW?;$P'SNJMQR;?.ME*<'2!>[P,=+9@-9V>DVID$BF <2NA;P,MY MI-7NBGHQ)Y/[''N%&;A5P/:6ZTF!>9RM$9>T5=EEN0F6 $4E<_9G&]4VN3B9+ M.N'HI[&O9]1_2BIU"@-
/BI/VCLTF\MU XT?#[C^_7*^=!BS#>*>1O%3][B@ ME(^H-[<<%|N0_K9[S<&EH(Z$K4TV=]R6VE9G_$Z_L-+CL%LC)XXY0I,%]D#VB?7S! M;ZK!B6$=1BOMMT*1$;(NQNN(@GGCS?BT<5T9.+
[TT*LWW#.W1.;L [[Z"/8 ME=99/4NKSRP8WG*EI-]SSUJH@Z.&0S$P-PC4U1F$K-GAP-WH<$AWU"T#]N!"<.YU!S)R>KQ+TF@>G!=I;AY"DP'!$"TW*?1."UGC!
MVT1TVEX15R]HL9/SS5@K@NAWAG'93=WWM'2,4<.HR$47#.]& E:.53N7! +: MXS):)1;QO.+>P>P<- **HTH#1S&UU\+KX:L*MHVUXJ]5E'(E_.1=8L)N:DAS MENS%2RGK2VQII?
W2T0BYSSNE*"""F?!)YYU(N]*#"F> .G-GA/2EBC).279O& MLX;NHYWAA(Q>W">+:*"[--+)@N&1!:"T6X0KM*E5@K-'GYAPA,"[_9"Y0N4?6,4?WK+-]_#R* MO.IU0?
B%W/0%7S8@6%,9A4$5HYOK5PV8$\WFO/D!\?#HQU&V*,;D/<'4BY%@_MGF$$G%?L*T8_]#-Z#V[,P*X$DL)-I9FO-'DVS_;IW=S=.\@_8&H
2[QX#_DPRKY\W?;E."G689>F4P&=V20N%*HAK,T%=%52B\H9XK4F-MU#K="WF&Y5"|>*D?"MERJDP7#*PM 16U#?B)B28?>#7TJ:5D69,<';W9LA6D& M)U6G CROQ<7"!X*?
<5ZF+WB6TR@"WO:E\<*^<4UXKH,XVKC!:0)G23 D/0"T MZ5H 42ROUP@2K: O63M?@:F+Y6CXK:5BUOAF %);.O(6M^"J]]U(/ CZ7WK M5K?KG(EC["P6FY5A4HKEE ?,T@(P_^)QDZ7]3#*
[&KQS#F- R[,&+BG.KJ&2 MR0;JL2D_1"<@\]R-R;9Z+@A+T5;UE$$<7@^Y@)7+/?!#A5SI @DUM-<+WTOW M$9F3QXKY![9&)XOVU*VA-[XG7;A,1] +B/K:.23\]559]O'M+5
ML_9*$JVTW[HN1L@:EG5%P0S&9GQ#"@D11+@,K+/A_!TXY&AX7Q"*S\.MNFE MOW#//O24>L7 L]0W5]&@Y:$M!TNI!*_?W"&;$K00>WB\PY@^D)/]QG(%XO.; M@CQB\I+&\Y1ID%
U[D'XI=.6/"Q6,@CT1 2+37AU47S+N+)Z@!#U>W<@QW3 MZ^H&7DVG6^\/Z7/>U.@N]UANK^1K\9U90YL6KSO:X*#GOR2?@QERD3Z#$]!P MS@VINU!?
6>^8]*.%N%$&PD%>ONB>U,GS'2O%:-QTQS6*/6IPP>U%*ATY%A3 M->4E79L!ON5#L)O*5&Z:INP1E!.9U%9G$_1X1$++.$S[]$0:>ZLH,H)!1E M&4XN=]1_-
R7U3V]X]OURO=3/88>^X]M%,Z[<")+AF]&+50B_!F3."TA.'F5 MJ]=U%9SXKN9:R6YK"#;!'=$/2=VHL8PC,6?^5&L&
M)W=M0L^P62(*=6F>C%6U5=P'<9%('0SP'D!JG>8%:HG&M"]3HG2G^#^Z+ M8LP/R]]806C,[UYK+A+^>F"?DX:W[&$#WZ&VNL%D\.'?<,0ZI\VN]I6'G^@>S MY-
&MJI<<=2]HB_3YG#_5R!ZCR\EV;N,BT'O MISY(>4&-YX# V,WL_^].//>35#Y8-.EM4O=[6GZ<4]ZZ76#._4# 1M6TD3X MR1Q#4F191$]TP40XB5_^PGLQ%W">Y4#\EI+;):+_M\WX[CC?L=N7?
$Q&HQ) MC"3A->S(W%;Q_@V1>: 5]C3%;9]IG*7-.S5X^Z57M[O1;(6V/V[9#7"8,8+ M&T*I:B/X^8CZ_A%0]XLHU_U-Y]1,"L'W;:1GT/32P=]M M9XB2MV<*; 94]]#:!%P]S%DRI4FWEI-C-

[illegible]
M@<$.K5GO:3%"&S%V5M>:/4Q#RCA H'/6]_YKE^3/S:TBP8:K) [[+WL[@.62 MD!QS7-:]-7L<%<]M@'?5_K^Z'WLQ/'#E59@H%Y?E!5*J]@^J*6L>.Y];AO 413 M]TK*[N6C5(?
D[';F\G:Q@\+5%+KM;Q!980!]N9L,A\$_*5/$/K6MQP*7 M,R9%J%O&BDWWY91)&T(/PVY!+1HEK9TSB 7Q")72F\4#)P@X T]QT@"HCQX* MK7>@ $;D>C8Q6;>SH.VS8^\I^9*5;;)IE;:&'EA]N;X%H-
6MULTZ-'N@PXS^ M*.M0KF,:D@AH#CT^^B(6P7@A;'>*\ZG1,XE=/^%&9]K&9[T)]'CGRR>="!>, M_ ~~XML 71 form10-q_htm.xml IDEA: XBRL DOCUMENT 0001668010 2024-01-01 2024-09-30 0001668010 DBGI:CommonStockParValue0.0001PerShareMember 2024-01-01 2024-09-30 0001668010 DBGI:WarrantsEachExercisableToPurchaseOneShareOfCommonStockMember 2024-01-01 2024-09-30 0001668010 2024-11-14 0001668010 2024-09-30 0001668010 2023-12-31 0001668010 us-gaap:RelatedPartyMember 2024-09-30 0001668010 us-gaap:RelatedPartyMember 2023-12-31 0001668010 DBGI:UndesignatedPreferredStockMember 2024-09-30 0001668010 DBGI:UndesignatedPreferredStockMember 2023-12-31 0001668010 DBGI:SeriesAConvertiblePreferredStockMember 2024-09-30 0001668010 DBGI:SeriesAConvertiblePreferredStockMember 2023-12-31 0001668010 DBGI:SeriesCConvertiblePreferredStockMember 2024-09-30 0001668010 DBGI:SeriesCConvertiblePreferredStockMember 2023-12-31 0001668010 2024-07-01 2024-09-30 0001668010 2023-07-01 2023-09-30 0001668010 2023-01-01 2023-09-30 0001668010 DBGI:SeriesAConvertiblePreferredStockMember us-gaap:PreferredStockMember 2022-12-31 0001668010 DBGI:SeriesCConvertiblePreferredStockMember us-gaap:PreferredStockMember 2022-12-31 0001668010 us-gaap:CommonStockMember 2022-12-31 0001668010 us-gaap:AdditionalPaidInCapitalMember 2022-12-31 0001668010 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2022-12-31 0001668010 2022-12-31 0001668010 DBGI:SeriesAConvertiblePreferredStockMember us-gaap:PreferredStockMember 2023-03-31 0001668010 DBGI:SeriesCConvertiblePreferredStockMember us-gaap:PreferredStockMember 2023-03-31 0001668010 us-gaap:CommonStockMember 2023-03-31 0001668010 us-gaap:AdditionalPaidInCapitalMember 2023-03-31 0001668010 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2023-03-31 0001668010 2023-03-31 0001668010 DBGI:SeriesAConvertiblePreferredStockMember us-gaap:PreferredStockMember 2023-06-30 0001668010 DBGI:SeriesCConvertiblePreferredStockMember us-gaap:PreferredStockMember 2023-06-30 0001668010 us-gaap:CommonStockMember 2023-06-30 0001668010 us-gaap:AdditionalPaidInCapitalMember 2023-06-30 0001668010 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2023-06-30 0001668010 2023-06-30 0001668010 DBGI:SeriesAConvertiblePreferredStockMember us-gaap:PreferredStockMember 2023-12-31 0001668010 DBGI:SeriesCConvertiblePreferredStockMember us-gaap:PreferredStockMember 2023-12-31 0001668010 us-gaap:CommonStockMember 2023-12-31 0001668010 us-gaap:AdditionalPaidInCapitalMember 2023-12-31 0001668010 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2023-12-31 0001668010 DBGI:SeriesAConvertiblePreferredStockMember us-gaap:PreferredStockMember 2024-03-31 0001668010 DBGI:SeriesCConvertiblePreferredStockMember us-gaap:PreferredStockMember 2024-03-31 0001668010 us-gaap:CommonStockMember 2024-03-31 0001668010 us-gaap:AdditionalPaidInCapitalMember 2024-03-31 0001668010 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2024-03-31 0001668010 2024-03-31 0001668010 DBGI:SeriesAConvertiblePreferredStockMember us-gaap:PreferredStockMember 2024-06-30 0001668010 DBGI:SeriesCConvertiblePreferredStockMember us-gaap:PreferredStockMember 2024-06-30 0001668010 us-gaap:CommonStockMember 2024-06-30 0001668010 us-gaap:AdditionalPaidInCapitalMember 2024-06-30 0001668010 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2024-06-30 0001668010 2024-06-30 0001668010 DBGI:SeriesAConvertiblePreferredStockMember us-gaap:PreferredStockMember 2023-01-01 2023-03-31 0001668010 DBGI:SeriesCConvertiblePreferredStockMember us-gaap:PreferredStockMember 2023-01-01 2023-03-31 0001668010 us-gaap:CommonStockMember 2023-01-01 2023-03-31 0001668010 us-gaap:AdditionalPaidInCapitalMember 2023-01-01 2023-03-31 0001668010 us-~~

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DE 46-1942864 1400 Lavaca Street Austin TX 78701 (209) 651-0172 Common Stock, par value $0.0001 per share DBGI NASDAQ Warrants, each exercisable to purchase one share of common stock DBGIW NASDAQ Yes Yes Non-accelerated Filer true true false false 38613438 0.0001 289346 20773 276334 74833 438269 337811 5040518 4849600 353307 276670 6397774 5559687 79310 55509 8973501 8973501 7324579 9982217 152711 75431 365246 689688 23293121 25336033 6251884 7538902 5236437 4758492 426921 400012 100000 100000 2053102 1996753 2743508 2325842 4730740 4884592 899726 1210814 22442318 23215407 150000 150000 313723 368034 368034 23274075 23733441 0.0001 0.0001 10000000 10000000 0 0 0 0 0.0001 0.0001 6300 6300 6300 6300 6300 6300 1 1 0.0001 0.0001 1643 1643 4786 4786 1 1 1 1 0.0001 0.0001 1000000000 1000000000 3769859 3769859 1114359 1114359 373 110 121748573 115596929 -121729902 -113994449 19046 1602592 23293121 25336033 2440801 3257332 9413457 12127135 1319214 1554044 5012457 6094532 1121587 1703288 4401000 6032603 2429040 3735527 6347460 12115590 655833 1151377 1979173 3188054 180879 238546 745412 750945 600000 600000 -10698475 3865752 5125450 9672045 5356114 -2744165 -3422162 -5271045 676489 742557 1956080 2487172 4907567 -54515 -57752 22765 -734501 -797072 -2013832 -2464407 -5642068 -3541237 -5435994 -7735452 -4965579 -1562503 -3541237 -5435994 -7735452 -6528082 2171823 2171823 373498 373498 2061252 2061252 283678 283678 -1.63 -1.63 -14.55 -14.55 -3.75 -3.75 -17.50 -17.50 6300 1 178758 18 96293694 -103747316 -7453174 51086 5 4999875 5000003 536927 536927 4756 499326 499338 4400 658483 658483 105594 105594 -6136349 -6136349 6300 1 239000 23 102020045 -109883665 -7863021 5761 -1 -5759177 -5759177 25000 25000 78103 8 1357035 1357043 101500 101500 5044261 5044261 6300 1 5761 1 317103 31 109262757 -104839404 4423960 25000 25000 32000 3 3832302 3832305 105174 11 1157079 1157090 123814 12 1167554 1167566 101417 101417 -5435994 -5435994 6300 1 5761 1 578091 57 115496109 -110275398 5221344 6300 1 4786 1 1114359 110 115596929 -113994449 1602592 444909 44 1736162 1736206 68583 7 224258 224265 -1547 86306 9 -9 100299 100299 -683735 -683735 6300 1 3239 1 1714157 169 117657641 -114678185 2979627 378750 37 2877437 2877475 106020 11 313806 313816 -1495 83405 8 -8 67901 67901 -3510481 -3510481 6300 1 1744 1 2282332 226 120916777 -118188666 2728340 6300 1 1744 1 2282332 226 120916777 -118188666 2728340 1404684 139 742374 742513 60527 6 88363 88369 -400 22316 2 -2 1061 1061 -3541237 -3541237 6300 1 1344 1 3769859 373 121748573 -121729902 19046 6300 1 1344 1 3769859 373 121748573 -121729902 19046 -7735452 -6528082 2057638 2485166 2220549 1956355 600000 -689100 -1523940 169262 308511 312634 1656417 151611 -354282 -10698475 7666 817077 201501 -153479 -51153 -72220 190918 -514955 76637 366615 -1287018 182242 477945 1088763 -183782 106701 326219 26909 -490000 -3293269 -6457639 -18192 23801 27855 77280 -87378 -101081 41331 -218967 -154073 790977 5799989 2484248 8840092 5356194 1167566 10000003 1854622 3662923 6207950 268573 -208357 20773 1275616 289346 1067259 1684248 1176305 425634 467738 313816 19 5759177 <p id="xdx_808_eus-gaap--NatureOfOperations_zeohig9jKasf" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">NOTE 1: NATURE OF OPERATIONS</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Digital Brands Group, Inc. (the “Company” or “DBG”), was organized on September 17, 2012 under the laws of Delaware as a limited liability company under the name Denim.LA LLC. The Company converted to a Delaware corporation on January 30, 2013 and changed its name to Denim.LA, Inc. Effective December 31, 2020, the Company changed its name to Digital Brands Group, Inc. (DBG).</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">The Company is a curated collection of lifestyle brands, including Bailey 44, DSTLD, Stateside and ACE Studios, that offers a variety of apparel products through direct-to-consumer and wholesale distribution.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">On February 12, 2020, Denim.LA, Inc. entered into an Agreement and Plan of Merger with Bailey 44, LLC (“Bailey”), a Delaware limited liability company. On the acquisition date, Bailey 44, LLC became a wholly owned subsidiary of the Company.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">On May 18, 2021, the Company closed its acquisition of Harper & Jones, LLC (“H&J”) pursuant to its Membership Interest Stock Purchase Agreement with D. Jones Tailored Collection, Ltd. to purchase <span id="xdx_90A_eus-gaap--BusinessAcquisitionPercentageOfVotingInterestsAcquired_iI_pid_dp_uPure_c20210518__us-gaap--BusinessAcquisitionAxis__custom--HarperJonesLlcMember_zk9q7UhJpz4e"

title="Percentage of equity acquired">100% of the issued and outstanding equity of Harper & Jones, LLC. On the acquisition date, H&J became a wholly owned subsidiary of the Company.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">On August 30, 2021, the Company closed its acquisition of Mosbest, LLC dba Stateside ("Stateside") pursuant to its Membership Interest Purchase Agreement with Moise Emquies to purchase 100% of the issued and outstanding equity of Stateside. On the acquisition date, Stateside became a wholly owned subsidiary of the Company.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">On December 30, 2022, the Company closed its previously announced acquisition of Sunnyside, LLC dba Sundry ("Sundry") pursuant to its Second Amended and Restated Membership Interest Purchase Agreement with Moise Emquies to purchase 100% of the issued and outstanding equity of Sundry. On the acquisition date, Sundry became a wholly owned subsidiary of the Company.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">On June 21, 2023, the Company and the former owners of H&J executed a Settlement Agreement and Release (the "Settlement Agreement") whereby contemporaneously with the parties' execution of the Settlement Agreement (i) the Company agreed to make an aggregate cash payment of $229,000 to D. Jones Tailored Collection, Ltd. ("D. Jones"), (ii) the Company issued 1,952,580 shares of common stock to D. Jones, and (iii) the Company assigned and transferred one hundred percent (100%) of the Company's membership interest in H&J to D. Jones. The H&J Settlement was accounted for a business disposition. </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> 1 1 1 229000 1952580 1 <p id="xdx_802_eus-gaap--SubstantialDoubtAboutGoingConcernTextBlock_zEpWi1udQZE2" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">NOTE 2: GOING CONCERN </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">The accompanying condensed consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has not generated profits since inception, has sustained net losses of $7,735,453 and $6,528,082 for the nine months ended September 30, 2024 and 2023, respectively, and has incurred negative cash flows from operations for the nine months ended September 30, 2024 and 2023. The Company has historically lacked liquidity to satisfy obligations as they come due and as of September 30, 2024, and the Company had a working capital deficit of $16,044,544. These factors, among others, arise substantial doubt about the Company's ability to continue as a going concern. The Company expects to continue to generate operating losses for the foreseeable future. The accompanying consolidated financial statements do not include any adjustments as a result of this uncertainty.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">The Company's ability to continue as a going concern for the next 12 months from the date the financial statements were available to be issued is dependent upon its ability to generate sufficient cash flows from operations to meet its obligations, which it has not been able to accomplish to date, and/or to obtain additional capital financing. Through the date the financial statements were available to be issued, the Company has been primarily financed through the issuance of capital stock and debt. In the event that the Company cannot generate sufficient revenue to sustain its operations, the Company will need to reduce expenses or obtain financing through the sale of debt and/or equity securities. The issuance of additional equity would result in dilution to existing shareholders. If the Company is unable to obtain additional funds when they are needed or if such funds cannot be obtained on terms acceptable to the Company, the Company would be unable to execute upon the business plan or pay costs and expenses as they are incurred, which would have a material, adverse effect on the business, financial condition and results of operations. No assurance can be given that the Company will be successful in these efforts.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0"> </p> -7735453 -6528082 16044544 <p id="xdx_800_eus-gaap--SignificantAccountingPoliciesTextBlock_ziJvKBjBEf0d" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">NOTE 3: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p id="xdx_84C_eus-gaap--BasisOfAccountingPolicyPolicyTextBlock_zflFJYk8pC5l" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Basis of Presentation</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">The accounting and reporting policies of the Company conform to accounting principles generally accepted in the United States of America ("GAAP").</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p id="xdx_84B_ecustom--StockSplitPolicyPolicyTextBlock_ztLksg7jym93" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Reverse Stock Split</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">On August 21, 2023, the Board of Directors approved a one-for-25 reverse stock split of its issued and outstanding shares of common stock and a proportional adjustment to the existing conversion ratios for each series of the Company's preferred stock. The reverse stock split became effective as of August 22, 2023. Accordingly, all share and per share amounts for all periods presented in the accompanying consolidated financial statements and notes thereto have been adjusted retroactively, where applicable, to reflect this reverse stock split and adjustment of the preferred stock conversion ratios.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p id="xdx_84A_ecustom--UnauditedInterimFinancialInformationPolicyTextBlock_zmzxj1UkWE35" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Unaudited Interim Financial Information </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">The accompanying unaudited condensed consolidated balance sheet as of September 30, 2024, the unaudited condensed consolidated statements of operations for the three and nine months ended September 30, 2024, and 2023 and of cash flows for the nine months ended September 30, 2024 and 2023 have been prepared by the Company, pursuant to the rules and regulations of the SEC for the interim financial statements. Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to rules and regulations. However, the Company believes that the disclosures are adequate to make the information presented not misleading. The unaudited interim consolidated financial statements have been prepared on a basis consistent with the audited consolidated financial statements and in the opinion of management, reflect all adjustments, consisting of only normal recurring adjustments, necessary for the fair presentation of the consolidated results for the interim periods presented and of the consolidated financial condition as of the date of the interim consolidated balance sheet. The results of operations are not necessarily indicative of the results expected for the year ended December 31, 2024.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">The accompanying unaudited interim condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and the notes thereto for the year ended December 31, 2023 included in the Company's Annual Form 10-K filed with SEC on April 15, 2024.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p id="xdx_84F_eus-gaap--ConsolidationPolicyTextBlock_zKmfADysjpKg" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Principles of Consolidation</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">These condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries Bailey, and Stateside from the dates of acquisition. All inter-company transactions and balances have been eliminated on consolidation.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p id="xdx_842_eus-gaap--DiscontinuedOperationsPolicyTextBlock_zslfkJt3bsIa" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> Discontinued Operations</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"><span style="font-family: Times New

Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Certain prior year accounts have been reclassified to conform with current year presentation regarding income (loss) from discontinued operations.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p id="xdx_845_eus-gaap--UseOfEstimates_zaN1V8Xr1n38" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Use of Estimates</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">The preparation of the Company’s financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Significant estimates and assumptions reflected in these financial statements include, but are not limited to, inventory, impairment of long-lived assets, contingent consideration and derivative liabilities. The Company bases its estimates on historical experience, known trends and other market-specific or other relevant factors that it believes to be reasonable under the circumstances. On an ongoing basis, management evaluates its estimates when there are changes in circumstances, facts and experience. Changes in estimates are recorded in the period in which they become known. Actual results could differ from those estimates.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0"> </p> <p id="xdx_845_eus-gaap--CashAndCashEquivalentsPolicyTextBlock_zbON5nRxvBi6" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Cash and Equivalents and Concentration of Credit Risk </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">The Company considers all highly liquid securities with an original maturity of less than six months to be cash equivalents. As of September 30,2024, and December 31, 2023, the Company did not hold any cash equivalents. The Company’s cash and cash equivalents in bank deposit accounts, at times, may exceed federally insured limits of $250,000.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p id="xdx_848_eus-gaap--FairValueOfFinancialInstrumentsPolicy_zIQ1CUHW2iN1" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Fair Value of Financial Instruments</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">The Company’s financial instruments consist of cash and cash equivalents, prepaid expenses, accounts payable, accrued expenses, due to related parties, related party note payable, and convertible debt. The carrying value of these assets and liabilities is representative of their fair market value, due to the short maturity of these instruments.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p id="xdx_844_eus-gaap--TradeAndOtherAccountsReceivablePolicy_zRpbiKJEBgL6" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Accounts Receivable and Expected Credit Loss</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">We carry our accounts receivable at invoiced amounts less allowances for customer credit losses and other deductions to present the net amount expected to be collected on the financial asset. All receivables are expected to be collected within one year of the consolidated balance sheet. We do not accrue interest on the trade receivables. Management evaluates the ability to collect accounts receivable based on a combination of factors. Receivables are determined to be past due based on individual credit terms. An allowance for credit losses is maintained based on the length of time receivables are past due, historical collections, or the status of a customer’s financial position. Receivables are written off in the year deemed uncollectible after efforts to collect the receivables have proven unsuccessful. We do not have any off-balance sheet credit exposure related to our customers.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">We periodically review accounts receivable, estimate an allowance for bad debts, and simultaneously record the appropriate expense in the statement of operations. Such estimates are based on general economic conditions, the financial conditions of customers, and the amount and age of past due accounts. Past due accounts are written off against that allowance only after all collection attempts have been exhausted and the prospects for recovery are remote. Recoveries of accounts receivable previously written off are recorded as income when received. The Company provides credit to its customers in the normal course of business and has established credit evaluation and monitoring processes to mitigate credit risk.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">As of September 30, 2024, and December 31, 2023, the Company determined an allowance for credit losses of $51,552 and $41,854, respectively.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p id="xdx_84A_eus-gaap--InventoryPolicyTextBlock_z2PWCFBvkEQk" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Inventory</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Inventory is stated at the lower of cost or net realizable value and accounted for using the weighted average cost method for DSTLD and first-in, first-out method for Bailey, Stateside and Sundry. The inventory balances as of September 30, 2024 and December 31, 2023 consist substantially of finished good products purchased or produced for resale, as well as any raw materials the Company purchased to modify the products and work in progress.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p id="xdx_899_eus-gaap--ScheduleOfInventoryCurrentTableTextBlock_z0V5LbyVUe38" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Inventory consisted of the following:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> SCHEDULE OF INVENTORY</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 80%"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_498_20240930_z5VfSGummanc" style="font-weight: bold; text-align: center">September 30,</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_49A_20231231_zD2UPXVcJ474" style="font-weight: bold; text-align: center">December 31,</td><td style="font-weight: bold"> </td> </tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_40C_eus-gaap--InventoryRawMaterials_iI_pp0p0_maIGzsWr_zAkwmGYCsYI4" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%; text-align: left">Raw materials</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">722,963</td> <td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">695,580</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_40A_eus-gaap--InventoryWorkInProcess_iI_pp0p0_maIGzsWr_zFlsluACGoK6" style="vertical-align: bottom"> <td style="text-align: left">Work in process</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">608,432</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">585,387</td><td style="text-align: left"> </td></tr> <tr id="xdx_403_eus-gaap--InventoryFinishedGoods_iI_pp0p0_maIGzsWr_zVxUh4lsVkYk" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Finished goods</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">3,709,123</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">3,568,633</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_40D_eus-gaap--InventoryGross_iTI_pp0p0_mtIGzsWr_zi4I65oatnG" style="vertical-align: bottom"> <td style="padding-left: 10pt; padding-bottom: 1pt">Inventory</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">5,040,518</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">4,849,600</td><td style="padding-bottom: 1pt; text-align: left"> </td> </tr> </table> <p id="xdx_8A4_zk85NmoWDmrf" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p id="xdx_84E_eus-gaap--GoodwillAndIntangibleAssetsGoodwillPolicy_zlLvGm4lu4Wd" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Goodwill</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> Goodwill and identifiable intangible assets that have indefinite useful lives are not amortized, but instead are tested annually for impairment and upon the occurrence of certain events or substantive changes in circumstances. The annual goodwill impairment test allows for the option to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. An entity may choose to perform the qualitative assessment on none, some or all of its reporting units or an entity may bypass the qualitative assessment for any reporting unit and proceed directly to step one of the quantitative impairment test. If it is determined, on the basis of qualitative factors, that the fair value of a reporting unit is, more likely than not, less than its carrying value, the quantitative impairment test is required.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0"> </p> <p id="xdx_849_ecustom--AnnualImpairmentPolicyPolicyTextBlock_zMf5V9dx4fCg" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> Annual Impairment</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"><span style="font-family: Times New Roman, Times, Serif; font-size:

10pt">At December 31, 2023, management determined that certain events and circumstances occurred that indicated that the carrying value of the Company's brand name assets, and the carrying amount of the reporting units, pertaining to Bailey44, Stateside and Sundry may not be recoverable. The qualitative assessment was primarily due to reduced or stagnant revenues of both entities as compared to the Company's initial projections at the time of each respective acquisition, as well as the entities' liabilities in excess of assets. Upon the quantitative analysis performed, the Company determined that the fair value of the intangible assets and reporting units were greater than the respective carrying values. As such, no impairment was recorded. The Company utilized the enterprise value approach in the impairment tests of each reporting unit in 2023.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">At September 30, 2024, management determined that indicators of impairment existed with regards to the Bailey44 reporting unit. The qualitative assessment was primarily due to reduced revenues of Bailey44 as compared to the Company's projections, as well as the entity' liabilities in excess of assets. As such, the Company recorded an impairment to intangible assets of $600,000.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"></p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p id="xdx_840_eus-gaap--EarningsPerSharePolicyTextBlock_z8VXcrWTi0Fj" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Net Loss per Share</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Net earnings or loss per share is computed by dividing net income or loss by the weighted-average number of common shares outstanding during the period, excluding shares subject to redemption or forfeiture. The Company presents basic and diluted net earnings or loss per share. Diluted net earnings or loss per share reflect the actual weighted average of common shares issued and outstanding during the period, adjusted for potentially dilutive securities outstanding. Potentially dilutive securities are excluded from the computation of the diluted net loss per share if their inclusion would be anti-dilutive. As all potentially dilutive securities are anti-dilutive as of September 30, 2024 and 2023, diluted net loss per share is the same as basic net loss per share for each year. Potentially dilutive items outstanding as of September 30, 2024 and 2023 are as follows:</p> <p id="xdx_895_eus-gaap--ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock_zy4gUrloPcmb" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> SCHEDULE OF POTENTIALLY DILUTIVE ITEMS OUTSTANDING</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 90%; margin-left: 0.5in"> <tr style="display: none; vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_491_20240101__20240930_zPsz3EHbbaE5" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49E_20230101__20230930_zHFC761b6mIl" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="6" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">September 30,</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_408_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_hus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__custom--SeriesAConvertiblePreferredStockMember_zoC1pD7K8qOb" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%; text-align: left">Series A convertible preferred stock</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 16%; text-align: right">27,097</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 16%; text-align: right">27,097</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_40B_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_hus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__custom--SeriesCConvertiblePreferredStockMember_zIBZ1lorjMbf" style="vertical-align: bottom"> <td style="text-align: left">Series C convertible preferred stock</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">74,949</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">321,394</td><td style="text-align: left"> </td></tr> <tr id="xdx_408_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_hus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__custom--CommonStockWarrantMember_zzY8GnmWcbde" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Common stock warrants</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,285,051</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">237,746</td><td style="text-align: left"> </td></tr> <tr id="xdx_40F_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_hus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__us-gaap--EmployeeStockOptionMember_zOWk2dkWsRyc" style="vertical-align: bottom"> <td style="text-align: left; padding-bottom: 1pt">Stock options</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">1,566</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">1,558</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_406_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_zFMVOpNahzW4" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left; padding-bottom: 1pt">Total potentially dilutive shares</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">2,388,663</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">587,795</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> </table> <p id="xdx_8A1_zJMClXfmofq7" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">The stock options and warrants above are out-of-the-money as of September 30, 2024 and 2023.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p id="xdx_845_eus-gaap--NewAccountingPronouncementsPolicyPolicyTextBlock_zfFsf4m0hC98" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Recent Accounting Pronouncements</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">In January 2024, the Company adopted <i>ASU 2020-06, Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging — Contracts in Entity's Own Equity (Subtopic 815-40):</i> Accounting for Convertible Instruments and Contracts in an Entity's Own Equity. This ASU addresses the complexity of certain guidance for convertible instruments and contracts in an entity's own equity. The ASU is effective for public business entities that meet the definition of an SEC filer, excluding entities eligible to be smaller reporting companies as defined by the SEC, for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. For all other entities, the ASU will be effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. The ASU did not have a material impact on the consolidated financial statements.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Management does not believe that any other recently issued, but not yet effective, accounting standards could have a material effect on the accompanying financial statements. As new accounting pronouncements are issued, the Company will adopt those that are applicable under the circumstances. </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">The following accounting pronouncements have been issued as of May 20, 2024 but are not yet effective and may affect the future financial reporting by the Company:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top; width: 0.25in; text-align: justify">●</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"><i>ASU 2022-03, Fair Value Measurement (Topic 820): Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions: </i>The ASU is intended to clarify the guidance when measuring the fair value of an equity security subject to contractual restrictions that prohibit the sale of the security. For public business entities, the amendments in ASU 2022- 03 are effective for fiscal years beginning after December 15, 2023, and interim periods within those fiscal years. For all other entities, the ASU is effective for fiscal years beginning after December 15, 2024, and interim periods within those fiscal years.</td></tr> </table> <p id="xdx_852_znGUowemDrP3" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0"> </p> <p id="xdx_84C_eus-gaap--BasisOfAccountingPolicyPolicyTextBlock_zfIFJYk8pC5l" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Basis of Presentation</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">The accounting and reporting policies of the Company conform to accounting principles generally accepted in the United States of America ("GAAP").</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p id="xdx_84B_ecustom--StockSplitPolicyPolicyTextBlock_ztLksg7jym93" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Reverse Stock Split</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">On August 21, 2023, the Board of Directors approved a one-for-25 reverse stock split of its issued and outstanding shares of common stock and a proportional adjustment to the existing conversion ratios for each series of the Company's preferred stock. The reverse stock split became effective as of August 22, 2023. Accordingly, all share and per share amounts for all periods presented in the accompanying consolidated financial statements and notes thereto have been adjusted retroactively, where applicable, to reflect this reverse stock split and adjustment of the preferred stock conversion ratios.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> one-for-25 reverse stock split <p id="xdx_84A_ecustom--UnauditedInterimFinancialInformationPolicyTextBlock_zmzxj1UkWE35" style="font: 10pt Times New Roman, Times, Serif;

margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Unaudited Interim Financial Information</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">The accompanying unaudited condensed consolidated balance sheet as of September 30, 2024, the unaudited condensed consolidated statements of operations for the three and nine months ended September 30, 2024, and 2023 and of cash flows for the nine months ended September 30, 2024 and 2023 have been prepared by the Company, pursuant to the rules and regulations of the SEC for the interim financial statements. Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to rules and regulations. However, the Company believes that the disclosures are adequate to make the information presented not misleading. The unaudited interim consolidated financial statements have been prepared on a basis consistent with the audited consolidated financial statements and in the opinion of management, reflect all adjustments, consisting of only normal recurring adjustments, necessary for the fair presentation of the consolidated results for the interim periods presented and of the consolidated financial condition as of the date of the interim consolidated balance sheet. The results of operations are not necessarily indicative of the results expected for the year ended December 31, 2024. </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">The accompanying unaudited interim condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and the notes thereto for the year ended December 31, 2023 included in the Company's Annual Form 10-K filed with SEC on April 15, 2024.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p id="xdx_84F_eus-gaap--ConsolidationPolicyTextBlock_zKmfADysjpKg" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Principles of Consolidation</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">These condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries Bailey, and Stateside from the dates of acquisition. All inter-company transactions and balances have been eliminated on consolidation.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p id="xdx_842_eus-gaap--DiscontinuedOperationsPolicyTextBlock_zslfkJt3bsIa" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Discontinued Operations</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Certain prior year accounts have been reclassified to conform with current year presentation regarding income (loss) from discontinued operations.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p id="xdx_845_eus-gaap--UseOfEstimates_zaN1V8Xr1n38" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Use of Estimates</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">The preparation of the Company's financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Significant estimates and assumptions reflected in these financial statements include, but are not limited to, inventory, impairment of long-lived assets, contingent consideration and derivative liabilities. The Company bases its estimates on historical experience, known trends and other market-specific or other relevant factors that it believes to be reasonable under the circumstances. On an ongoing basis, management evaluates its estimates when there are changes in circumstances, facts and experience. Changes in estimates are recorded in the period in which they become known. Actual results could differ from those estimates.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0"> </p> <p id="xdx_845_eus-gaap--CashAndCashEquivalentsPolicyTextBlock_zbON5nRxvBi6" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Cash and Equivalents and Concentration of Credit Risk</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">The Company considers all highly liquid securities with an original maturity of less than six months to be cash equivalents. As of September 30,2024, and December 31, 2023, the Company did not hold any cash equivalents. The Company's cash and cash equivalents in bank deposit accounts, at times, may exceed federally insured limits of $250,000. </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> 250000 250000 <p id="xdx_848_eus-gaap--FairValueOfFinancialInstrumentsPolicy_zIQ1CUHW2iN1" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Fair Value of Financial Instruments</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">The Company's financial instruments consist of cash and cash equivalents, prepaid expenses, accounts payable, accrued expenses, due to related parties, related party note payable, and convertible debt. The carrying value of these assets and liabilities is representative of their fair market value, due to the short maturity of these instruments.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p id="xdx_844_eus-gaap--TradeAndOtherAccountsReceivablePolicy_zRpbiKJEBgL6" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> Accounts Receivable and Expected Credit Loss</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> We carry our accounts receivable at invoiced amounts less allowances for customer credit losses and other deductions to present the net amount expected to be collected on the financial asset. All receivables are expected to be collected within one year of the consolidated balance sheet. We do not accrue interest on the trade receivables. Management evaluates the ability to collect accounts receivable based on a combination of factors. Receivables are determined to be past due based on individual credit terms. An allowance for credit losses is maintained based on the length of time receivables are past due, historical collections, or the status of a customer's financial position. Receivables are written off in the year deemed uncollectible after efforts to collect the receivables have proven unsuccessful. We do not have any off-balance sheet credit exposure related to our customers.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">We periodically review accounts receivable, estimate an allowance for bad debts, and simultaneously record the appropriate expense in the statement of operations. Such estimates are based on general economic conditions, the financial conditions of customers, and the amount and age of past due accounts. Past due accounts are written off against that allowance only after all collection attempts have been exhausted and the prospects for recovery are remote. Recoveries of accounts receivable previously written off are recorded as income when received. The Company provides credit to its customers in the normal course of business and has established credit evaluation and monitoring processes to mitigate credit risk.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">As of September 30, 2024, and December 31, 2023, the Company determined an allowance for credit losses of $51,552 and $41,854, respectively. </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> 51552 41854 <p id="xdx_84A_eus-gaap--InventoryPolicyTextBlock_z2PWCFBvkEQk" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Inventory</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Inventory is stated at the lower of cost or net realizable value and accounted for using the weighted average cost method for DSTLD and first-in, first-out method for Bailey, Stateside and Sundry. The inventory balances as of September 30, 2024 and December 31, 2023 consist substantially of finished good products purchased or produced for resale, as well as any raw materials the Company purchased to modify the products and work in progress.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p id="xdx_899_eus-gaap--ScheduleOfInventoryCurrentTableTextBlock_z0V5LbyVUe38" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Inventory consisted of the following:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> SCHEDULE OF INVENTORY</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 80%"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_498_20240930_z5VfSGummanc" style="font-weight: bold; text-align: center">September 30,</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_49A_20231231_zD2UPXVcJ474" style="font-weight: bold; text-align: center">December 31,</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_40C_eus-gaap--InventoryRawMaterials_iI_pp0p0_maIGzsWr_zAkwmGYCsYI4" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%; text-align: left">Raw materials</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">722,963</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">695,580</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_40A_eus-gaap--InventoryWorkInProcess_iI_pp0p0_maIGzsWr_zFlsluACGoK6" style="vertical-align: bottom"> <td

style="text-align: left">Work in process</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">608,432</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">585,387</td><td style="text-align: left"> </td></tr> <tr id="xdx_403_eus-gaap--InventoryFinishedGoods_iI_pp0p0_maIGzsWr_zVxUh4lsVkYk" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Finished goods</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">3,709,123</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">3,568,633</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_40D_eus-gaap--InventoryGross_iTI_pp0p0_mtIGzsWr_zi4I65oatnG" style="vertical-align: bottom"> <td style="padding-left: 10pt; padding-bottom: 1pt">Inventory</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">5,040,518</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">4,849,600</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> </table> <p id="xdx_8A4_zk85NmoWDmrf" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p id="xdx_899_eus-gaap--ScheduleOfInventoryCurrentTableTextBlock_z0V5LbyVUe38" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Inventory consisted of the following:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> SCHEDULE OF INVENTORY</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 80%"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_498_20240930_z5VfSGummanc" style="font-weight: bold; text-align: center">September 30,</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_49A_20231231_zD2UPXVcJ474" style="font-weight: bold; text-align: center">December 31,</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_40C_eus-gaap--InventoryRawMaterials_iI_pp0p0_maIGzsWr_zAkwmGYCsYI4" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%; text-align: left">Raw materials</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">722,963</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">695,580</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_40A_eus-gaap--InventoryWorkInProcess_iI_pp0p0_maIGzsWr_zFlsluACGoK6" style="vertical-align: bottom"> <td style="text-align: left">Work in process</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">608,432</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">585,387</td><td style="text-align: left"> </td></tr> <tr id="xdx_403_eus-gaap--InventoryFinishedGoods_iI_pp0p0_maIGzsWr_zVxUh4lsVkYk" style="vertical-align: bottom; 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text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">4,849,600</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> </table> 722963 695580 608432 585387 3709123 3568633 5040518 4849600 <p id="xdx_84E_eus-gaap--GoodwillAndIntangibleAssetsGoodwillPolicy_zlLvGm4lu4Wd" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Goodwill </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Goodwill and identifiable intangible assets that have indefinite useful lives are not amortized, but instead are tested annually for impairment and upon the occurrence of certain events or substantive changes in circumstances. The annual goodwill impairment test allows for the option to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. An entity may choose to perform the qualitative assessment on none, some or all of its reporting units or an entity may bypass the qualitative assessment for any reporting unit and proceed directly to step one of the quantitative impairment test. If it is determined, on the basis of qualitative factors, that the fair value of a reporting unit is, more likely than not, less than its carrying value, the quantitative impairment test is required.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0"> </p> <p id="xdx_849_ecustom--AnnualImpairmentPolicyPolicyTextBlock_zMf5V9dx4fCg" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> Annual Impairment</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">At December 31, 2023, management determined that certain events and circumstances occurred that indicated that the carrying value of the Company’s brand name assets, and the carrying amount of the reporting units, pertaining to Bailey44, Stateside and Sundry may not be recoverable. The qualitative assessment was primarily due to reduced or stagnant revenues of both entities as compared to the Company’s initial projections at the time of each respective acquisition, as well as the entities’ liabilities in excess of assets. Upon the quantitative analysis performed, the Company determined that the fair value of the intangible assets and reporting units were greater than the respective carrying values. As such, no impairment was recorded. The Company utilized the enterprise value approach in the impairment tests of each reporting unit in 2023.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">At September 30, 2024, management determined that indicators of impairment existed with regards to the Bailey44 reporting unit. The qualitative assessment was primarily due to reduced revenues of Bailey44 as compared to the Company’s projections, as well as the entity’ liabilities in excess of assets. As such, the Company recorded an impairment to intangible assets of $600,000.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"></p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> 600000 <p id="xdx_840_eus-gaap--EarningsPerSharePolicyTextBlock_z8VXcrWTi0Fj" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> Net Loss per Share</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Net earnings or loss per share is computed by dividing net income or loss by the weighted-average number of common shares outstanding during the period, excluding shares subject to redemption or forfeiture. The Company presents basic and diluted net earnings or loss per share. Diluted net earnings or loss per share reflect the actual weighted average of common shares issued and outstanding during the period, adjusted for potentially dilutive securities outstanding. Potentially dilutive securities are excluded from the computation of the diluted net loss per share if their inclusion would be anti-dilutive. As all potentially dilutive securities are anti-dilutive as of September 30, 2024 and 2023, diluted net loss per share is the same as basic net loss per share for each year. Potentially dilutive items outstanding as of September 30, 2024 and 2023 are as follows:</p> <p id="xdx_895_eus-gaap--ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock_zy4gUrloPcmb" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> SCHEDULE OF POTENTIALLY DILUTIVE ITEMS OUTSTANDING</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 90%; margin-left: 0.5in"> <tr style="display: none; vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_491_20240101__20240930_zPsz3EHbbaE5" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49E_20230101__20230930_zHFC761b6mlI" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="6" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">September 30,</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_408_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_hus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__custom--SeriesAConvertiblePreferredStockMember_zoC1pD7K8qOb" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%; text-align: left">Series A convertible preferred stock</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 16%; text-align: right">27,097</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 16%; text-align: right">27,097</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_40B_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_hus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__custom--SeriesCConvertiblePreferredStockMember_zIBZ1lorjMbf" style="vertical-align: bottom"> <td style="text-align: left">Series C convertible preferred stock</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">74,949</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">321,394</td><td style="text-align: left"> </td></tr> <tr id="xdx_408_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_hus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__custom--CommonStockWarrantMember_zzY8GnmWcbde" style="vertical-align: bottom; 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text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">1,558</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_406_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_zFMVOpNahzW4" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left; padding-bottom: 1pt">Total potentially dilutive shares</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">2,388,663</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">587,795</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> </table> <p

id="xdx_8A1_zJMClXfmofq7" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">
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bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">The stock options and warrants
above are out-of-the-money as of September 30, 2024 and 2023.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt;
margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p id="xdx_895_eus-gaap--
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74949 321394 2285051 237746 1566 1558 2388663 587795 <p id="xdx_845_eus-gaap--NewAccountingPronouncementsPolicyPolicyTextBlock_zfFsf4m0hC98" style="font:
10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"><span style="font-family: Times New Roman, Times, Serif; font-
size: 10pt">Recent Accounting Pronouncements</p> <p style="font:
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size: 10pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">
In January 2024, the Company adopted <i>ASU 2020-06, Debt—Debt with Conversion and Other
Options (Subtopic 470-20) and Derivatives and Hedging— Contracts in Entity's Own Equity (Subtopic 815-40):</i> Accounting for Convertible Instruments and Contracts in an
Entity's Own Equity: This ASU addresses the complexity of certain guidance for convertible instruments and contracts in an entity's own equity. The ASU is effective for public
business entities that meet the definition of an SEC filer, excluding entities eligible to be smaller reporting companies as defined by the SEC, for fiscal years beginning after
December 15, 2021, including interim periods within those fiscal years. For all other entities, the ASU will be effective for fiscal years beginning after December 15, 2023,
including interim periods within those fiscal years. The ASU did not have a material impact on the consolidated financial statements.</p> <p style="font: 10pt Times
New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"><span style="font-family: Times New Roman, Times,
Serif; font-size: 10pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent:
0.25in">Management does not believe that any other recently issued, but not yet effective,
accounting standards could have a material effect on the accompanying financial statements. As new accounting pronouncements are issued, the Company will adopt those
that are applicable under the circumstances.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-
align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times,
Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"><span style="font-family: Times New Roman, Times, Serif; font-size:
10pt">The following accounting pronouncements have been issued as of May 20, 2024 but are not yet effective and may affect the future financial reporting by the Company:
</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif;
width: 100%; border-collapse: collapse"> <tr style="font: 10pt Times New Roman, Times, Serif"> <td style="font: 10pt Times New Roman, Times, Serif; vertical-align: top;
width: 0.25in; text-align: justify">●</td> <td style="font: 10pt Times New Roman, Times,
Serif; text-align: justify"><i>ASU 2022-03, Fair Value Measurement (Topic 820): Fair Value
Measurement of Equity Securities Subject to Contractual Sale Restrictions: </i>The ASU is intended to clarify the guidance when measuring the fair value of an equity
security subject to contractual restrictions that prohibit the sale of the security. For public business entities, the amendments in ASU 2022- 03 are effective for fiscal years
beginning after December 15, 2023, and interim periods within those fiscal years. For all other entities, the ASU is effective for fiscal years beginning after December 15,
2024, and interim periods within those fiscal years.</td></tr> </table> <p id="xdx_80D_ecustom--DueFromFactorsDisclosureTextBlock_zjjQnxb7O9L7" style="font:
10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"><span style="font-family: Times New Roman, Times, Serif; font-
size: 10pt">NOTE 4: DUE FROM FACTOR</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top:
0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p
id="xdx_899_ecustom--ScheduleOfRelatedPartyDueFromFactorTableTextBlock_znGPrCJ7wEd5" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-
bottom: 0pt; margin-left: 0; text-align: justify">Due to/from factor consist of the following:
</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"><span style="font-
family: Times New Roman, Times, Serif; font-size: 10pt"> <span id="xdx_8BE_zHaDmH1fQlF7"
style="display: none">SCHEDULE OF DUE TO/ FROM FACTOR</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman,
Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="2"
id="xdx_49F_20240930_zS8nW5fpXcIl" style="font-weight: bold; text-align: center">September 30,</td><td style="font-weight: bold"> </td><td style="font-weight:
bold"> </td> <td colspan="2" id="xdx_498_20231231_zF2yHGL3vLS8" style="font-weight: bold; text-align: center">December 31,</td><td style="font-weight: bold"> </td>
</tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-
weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td
colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr
id="xdx_406_ecustom--OutstandingReceivablesAbstract_iB_zCNahGj1Vshi" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align:
left">Outstanding receivables:</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td
style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_406_ecustom--
OutstandingReceivablesWithoutRecourseOfFactor_i01I_maOACzrkM_zKoEdtdDntYd" style="vertical-align: bottom"> <td style="padding-left: 10pt; width: 60%; text-align:
left">Without recourse</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">916,045</td><td
style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">808,233</td>
<td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_409_ecustom--OutstandingReceivablesWithRecourseOfFactor_i01I_maOACzrkM_zKWe90kpW3mi"
style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left">With recourse</td><td> </td> <td style="text-align:
left"> </td><td style="text-align: right">18,994</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align:
right">99,055</td><td style="text-align: left"> </td></tr> <tr id="xdx_40E_ecustom--
MaturedFundsAndDepositsWithRelatedPartiesCurrent_i01I_maOACzrkM_zZwqoD0Pmca3" style="vertical-align: bottom"> <td style="padding-left: 10pt; text-align:
left">Matured funds and deposits</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">55,043</td><td style="text-align: left"> </td><td> </td>
<td style="text-align: left"> </td><td style="text-align: right">65,321</td><td style="text-align: left"> </td></tr> <tr id="xdx_40D_ecustom--
AdvancesWithRelatedPartiesCurrent_i01NI_di_msOACzrkM_zwV0820yQvVg" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Advances</td>
<td> </td> <td style="text-align: left"> </td><td style="text-align: right">(551,813</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td
style="text-align: right">(483,187</td><td style="text-align: left">)</td></tr> <tr id="xdx_401_ecustom--DueToCustomers_i01NI_di_msOACzrkM_zK5GU5jI21Ua"
style="vertical-align: bottom"> <td style="text-align: left; padding-bottom: 1pt">Credits due customers</td><td style="padding-bottom: 1pt"> </td> <td style="border-
bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">—</td><td
style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td
style="border-bottom: Black 1pt solid; text-align: right">(151,611</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr id="xdx_403_eus-gaap--
OtherAssetsCurrent_i01TI_mtOACzrkM_zM58w2VPMHy7" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt">Due from factor, net</td><td style="padding-bottom: 1pt"> </td> <td
style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">438,269</td><td style="padding-bottom: 1pt;
text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid;
text-align: right">337,811</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> </table> <p id="xdx_8A5_z0jlNBBvQXV2" style="font: 10pt Times New Roman,
Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">
</p> <p id="xdx_899_ecustom--ScheduleOfRelatedPartyDueFromFactorTableTextBlock_znGPrCJ7wEd5" style="font: 10pt Times New Roman, Times, Serif; margin-
top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Due to/from factor consist of the
following:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">
 SCHEDULE OF DUE TO/ FROM FACTOR</p> <table cellpadding="0" cellspacing="0"

style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_49F_20240930_zS8nW5fpXcIl" style="font-weight: bold; text-align: center">September 30,</td><td style="font-weight: bold"> </td> <td style="font-weight: bold"> </td> <td colspan="2" id="xdx_498_20231231_zF2yHGL3vLS8" style="font-weight: bold; text-align: center">December 31,</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_406_ecustom--OutstandingReceivablesAbstract_iB_zCNahGj1Vshi" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Outstanding receivables:</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_406_ecustom--OutstandingReceivablesWithoutRecourseOfFactor_i01I_maOACzrkM_zKoEdtdDntYd" style="vertical-align: bottom"> <td style="padding-left: 10pt; width: 60%; text-align: left">Without recourse</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">916,045</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">808,233</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_409_ecustom--OutstandingReceivablesWithRecourseOfFactor_i01I_maOACzrkM_zKWe90kpW3mi" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left">With recourse</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">18,994</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">99,055</td><td style="text-align: left"> </td></tr> <tr id="xdx_40E_ecustom--MaturedFundsAndDepositsWithRelatedPartiesCurrent_i01I_maOACzrkM_zZwqoD0Pmca3" style="vertical-align: bottom"> <td style="padding-left: 10pt; text-align: left">Matured funds and deposits</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">55,043</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">65,321</td><td style="text-align: left"> </td></tr> <tr id="xdx_40D_ecustom--AdvancesWithRelatedPartiesCurrent_i01NI_di_msOACzrkM_zwV0820yQvVg" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Advances</td> <td> </td> <td style="text-align: left"> </td><td style="text-align: right">(551,813</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(483,187</td><td style="text-align: left">)</td></tr> <tr id="xdx_401_ecustom--DueToCustomers_i01NI_di_msOACzrkM_zK5GU5jI21Ua" style="vertical-align: bottom"> <td style="text-align: left; padding-bottom: 1pt">Credits due customers</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">—</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(151,611</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr id="xdx_403_eus-gaap--OtherAssetsCurrent_i01TI_mtOACzrkM_zM58w2VPMHy7" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt">Due from factor, net</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">438,269</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">337,811</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> </table> 916045 808233 18994 99055 55043 65321 551813 483187 151611 438269 337811 <p id="xdx_807_eus-gaap--GoodwillAndIntangibleAssetsDisclosureTextBlock_zAgjU6vKd1n5" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">NOTE 5: GOODWILL AND INTANGIBLE ASSETS</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p id="xdx_89A_eus-gaap--ScheduleOfGoodwillTextBlock_zMAjRu7JD4Wa" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> The following is a summary of goodwill attributable to each business combination:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> SCHEDULE OF GOODWILL ATTRIBUTABLE TO EACH BUSINESS COMBINATION</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_49B_20240930_z0ydqM0m0OCh" style="font-weight: bold; text-align: center">September 30,</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_491_20231231_z9bgQHMKPeFa" style="font-weight: bold; text-align: center">December 31</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt; font-weight: bold"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="padding-bottom: 1pt; font-weight: bold"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_404_eus-gaap--Goodwill_iI_pp0p0_hus-gaap--BusinessAcquisitionAxis__custom--BaileyMember_znvu4yM97mUg" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%">Bailey</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">3,158,123</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td> <td style="width: 16%; text-align: right">3,158,123</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_40C_eus-gaap--Goodwill_iI_pp0p0_hus-gaap--BusinessAcquisitionAxis__custom--StatesideMember_z4wnfbmWH7R4" style="vertical-align: bottom"> <td>Stateside</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,104,056</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,104,056</td><td style="text-align: left"> </td></tr> <tr id="xdx_406_eus-gaap--Goodwill_iI_pp0p0_hus-gaap--BusinessAcquisitionAxis__custom--SundryMember_zoyWPiNXoujh" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt">Sundry</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">3,711,322</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">3,711,322</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_409_eus-gaap--Goodwill_iI_pp0p0_zBgXsV8978eg" style="vertical-align: bottom"> <td style="padding-bottom: 1pt">Goodwill</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">8,973,501</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">8,973,501</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> </table> <p id="xdx_8AF_zVrbbYtCD4Kj" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p id="xdx_894_ecustom--ScheduleOfFiniteLivedAndIndefiniteLivedIntangibleAssetsTableTextBlock_z5hVZrtZgncf" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">The following table summarizes information relating to the Company's identifiable intangible assets as of September 30, 2024:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> SCHEDULE OF INFORMATION RELATING TO THE COMPANY'S IDENTIFIABLE INTANGIBLE ASSETS</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="2" style="font-weight: bold; text-align: center">Gross</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" style="font-weight: bold; text-align: center">Accumulated</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" style="font-weight: bold; text-align: center">Carrying</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Amount</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Amortization</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Value</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-weight: bold">Amortized:</td> <td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom"> <td style="width: 52%; text-align: left; padding-bottom: 1pt">Customer relationships</td><td style="width: 2%; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; width: 1%; text-align: left">$</td><td id="xdx_983_eus-gaap--FiniteLivedIntangibleAssetsGross_iI_c20240930__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__us-gaap--CustomerRelationshipsMember_zi3jx4hbY859" style="border-bottom: Black 1pt solid; width: 12%; text-align: right" title="Gross Amount">8,634,560</td><td style="width: 1%; padding-bottom: 1pt; text-align: left"> </td> <td style="width: 2%; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; width: 1%; text-align: left">$</td><td id="xdx_98C_eus-gaap--FiniteLivedIntangibleAssetsAccumulatedAmortization_iI_c20240930__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__us-gaap--CustomerRelationshipsMember_zCIB7lUPH4S8" style="border-bottom: Black 1pt solid; width: 12%; text-align: right" title="Accumulated Amortization">(6,551,861</td><td style="width: 1%; padding-bottom: 1pt; text-align: left">)</td><td style="width: 2%; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; width: 1%; text-align: left">$</td><td id="xdx_989_eus-gaap--FiniteLivedIntangibleAssetsNet_iI_c20240930__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__us-gaap--CustomerRelationshipsMember_zNR5OPHqc52c" style="border-bottom: Black 1pt solid; width: 12%; text-align: right" title="Carrying Value">2,082,699</td><td style="width: 1%; padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td id="xdx_989_eus-gaap--FiniteLivedIntangibleAssetsGross_iI_c20240930_zRwR269BoT71" style="border-bottom: Black 1pt solid; text-align: right" title="Gross Amount">8,634,560</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td id="xdx_981_eus-gaap--FiniteLivedIntangibleAssetsAccumulatedAmortization_iI_c20240930_zxP7EUMmqAka" style="border-bottom: Black 1pt solid; text-align: right" title="Accumulated Amortization">(6,551,861</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td id="xdx_98A_eus-gaap--FiniteLivedIntangibleAssetsNet_iI_c20240930_zIxreQgZswQ3" style="border-bottom: Black 1pt solid; text-align: right" title="Carrying Value">2,082,699</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom"> <td> </td> <td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-weight: bold">Indefinite-lived:</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom"> <td style="text-align: left; padding-bottom: 1pt">Brand name</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_984_eus-gaap--IndefiniteLivedIntangibleAssetsExcludingGoodwill_iI_c20240930__us-gaap--IndefiniteLivedIntangibleAssetsByMajorClassAxis__us-gaap--TradeNamesMember_zSLr7HNnypig" style="border-bottom: Black 1pt solid; text-align: right" title="Indefinite-lived">5,241,880</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_98F_ecustom--IndefiniteLivedIntangibleAssetsAccumulatedAmortization_iI_c20240930__us-gaap--IndefiniteLivedIntangibleAssetsByMajorClassAxis__us-gaap--TradeNamesMember_zDobVSHYQiu7" style="border-bottom: Black 1pt solid; text-align: right" title="Accumulated Amortization">—</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_98C_eus-gaap--IntangibleAssetsNetExcludingGoodwill_iI_c20240930__us-gaap--IndefiniteLivedIntangibleAssetsByMajorClassAxis__us-gaap--TradeNamesMember_zMCgr2FTPY76" style="border-bottom: Black 1pt solid; text-align: right" title="Indefinite-lived">5,241,880</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td id="xdx_98D_eus-gaap--IndefiniteLivedIntangibleAssetsExcludingGoodwill_iI_c20240930_zgDonC0eCMn3" style="border-bottom: Black 1pt solid; text-align: right" title="Indefinite-

lived">13,876,440</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td id="xdx_982_ecustom--IndefiniteLivedIntangibleAssetsAccumulatedAmortization_iI_c20240930_z70WX3KVrVf9" style="border-bottom: Black 1pt solid; text-align: right" title="Accumulated Amortization">(6,551,861</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td id="xdx_988_eus-gaap--IntangibleAssetsNetExcludingGoodwill_iI_c20240930_zUOvLxhCbH11" style="border-bottom: Black 1pt solid; text-align: right" title="Indefinite-lived">7,324,579</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> </table> <p id="xdx_8A8_zzMeqVy3r3Aa" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">At September 30, 2024, management determined that indicators of impairment existed with regards to the Bailey44 reporting unit. The qualitative assessment was primarily due to reduced revenues of Bailey44 as compared to the Company's projections, as well as the entity' liabilities in excess of assets. As such, the Company recorded an impairment to the brand name intangible asset of $600,000.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">The Company recorded amortization expense of $618,543 and $719,547 during the three months ended September 30,2024 and 2023, and $2,057,637 and $2,478,824 during the nine months ended September 30, 2024 and 2023, respectively, which is included in general and administrative expenses in the consolidated statements of operations.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p id="xdx_89A_eus-gaap--ScheduleOfGoodwillTextBlock_zMAjRu7JD4Wa" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">The following is a summary of goodwill attributable to each business combination:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> SCHEDULE OF GOODWILL ATTRIBUTABLE TO EACH BUSINESS COMBINATION </p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_49B_20240930_z0ydqM0m0OCh" style="font-weight: bold; text-align: center">September 30,</td> <td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_491_20231231_z9bgQHMKPeFa" style="font-weight: bold; text-align: center">December 31</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt; font-weight: bold"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="padding-bottom: 1pt; font-weight: bold"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_404_eus-gaap--Goodwill_iI_pp0p0_hus-gaap--BusinessAcquisitionAxis__custom--BaileyMember_znvu4yM97mUg" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%">Bailey</td> <td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">3,158,123</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">3,158,123</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_40C_eus-gaap--Goodwill_iI_pp0p0_hus-gaap--BusinessAcquisitionAxis__custom--StatesideMember_z4wnfbmWH7R4" style="vertical-align: bottom"> <td>Stateside</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,104,056</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,104,056</td><td style="text-align: left"> </td></tr> <tr id="xdx_406_eus-gaap--Goodwill_iI_pp0p0_hus-gaap--BusinessAcquisitionAxis__custom--SundryMember_zoyWPiNXoujh" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt">Sundry</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">3,711,322</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">3,711,322</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_409_eus-gaap--Goodwill_iI_pp0p0_zBgXsV8978eg" style="vertical-align: bottom"> <td style="padding-bottom: 1pt">Goodwill</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td> <td style="border-bottom: Black 1pt solid; text-align: right">8,973,501</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">8,973,501</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> </table> 3158123 3158123 2104056 2104056 3711322 3711322 8973501 8973501 <p id="xdx_894_ecustom--ScheduleOfFiniteLivedAndIndefiniteLivedIntangibleAssetsTableTextBlock_z5hVZrtZgncf" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">The following table summarizes information relating to the Company's identifiable intangible assets as of September 30, 2024:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> SCHEDULE OF INFORMATION RELATING TO THE COMPANY'S IDENTIFIABLE INTANGIBLE ASSETS</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="2" style="font-weight: bold; text-align: center">Gross</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" style="font-weight: bold; text-align: center">Accumulated</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" style="font-weight: bold; text-align: center">Carrying</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Amount</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Amortization</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Value</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-weight: bold">Amortized:</td> <td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom"> <td style="width: 52%; text-align: left; padding-bottom: 1pt">Customer relationships</td><td style="width: 2%; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; width: 1%; text-align: left">$</td><td id="xdx_983_eus-gaap--FiniteLivedIntangibleAssetsGross_iI_c20240930__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__us-gaap--CustomerRelationshipsMember_zi3jx4hbY859" style="border-bottom: Black 1pt solid; width: 12%; text-align: right" title="Gross Amount">8,634,560</td><td style="width: 1%; padding-bottom: 1pt; text-align: left"> </td> <td style="width: 2%; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; width: 1%; text-align: left">$</td><td id="xdx_98C_eus-gaap--FiniteLivedIntangibleAssetsAccumulatedAmortization_iI_c20240930__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__us-gaap--CustomerRelationshipsMember_zCIB7lUPH4S8" style="border-bottom: Black 1pt solid; width: 12%; text-align: right" title="Accumulated Amortization">(6,551,861</td><td style="width: 1%; padding-bottom: 1pt; text-align: left">)</td><td style="width: 2%; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; width: 1%; text-align: left">$</td><td id="xdx_989_eus-gaap--FiniteLivedIntangibleAssetsNet_iI_c20240930__us-gaap--FiniteLivedIntangibleAssetsByMajorClassAxis__us-gaap--CustomerRelationshipsMember_zNR5OPHqc52c" style="border-bottom: Black 1pt solid; width: 12%; text-align: right" title="Carrying Value">2,082,699</td><td style="width: 1%; padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td id="xdx_989_eus-gaap--FiniteLivedIntangibleAssetsGross_iI_c20240930_zRwR269BoT71" style="border-bottom: Black 1pt solid; text-align: right" title="Gross Amount">8,634,560</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td id="xdx_981_eus-gaap--FiniteLivedIntangibleAssetsAccumulatedAmortization_iI_c20240930_zxP7EUMmqAka" style="border-bottom: Black 1pt solid; text-align: right" title="Accumulated Amortization">(6,551,861</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td id="xdx_98A_eus-gaap--FiniteLivedIntangibleAssetsNet_iI_c20240930_zIxreQqZswQ3" style="border-bottom: Black 1pt solid; 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padding-bottom: 1pt">Brand name</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_984_eus-gaap--IndefiniteLivedIntangibleAssetsExcludingGoodwill_iI_c20240930__us-gaap--IndefiniteLivedIntangibleAssetsByMajorClassAxis__us-gaap--TradeNamesMember_zSLr7HNnypig" style="border-bottom: Black 1pt solid; text-align: right" title="Indefinite-lived">5,241,880</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_98F_ecustom--IndefiniteLivedIntangibleAssetsAccumulatedAmortization_iI_c20240930__us-gaap--IndefiniteLivedIntangibleAssetsByMajorClassAxis__us-gaap--TradeNamesMember_zDobVSHYQiu7" style="border-bottom: Black 1pt solid; text-align: right" title="Accumulated Amortization">—</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_98C_eus-gaap--IntangibleAssetsNetExcludingGoodwill_iI_c20240930__us-gaap--IndefiniteLivedIntangibleAssetsByMajorClassAxis__us-gaap--TradeNamesMember_zMCgr2FTPY76" style="border-bottom: Black 1pt solid; text-align: right" title="Indefinite-lived">5,241,880</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td id="xdx_98D_eus-gaap--IndefiniteLivedIntangibleAssetsExcludingGoodwill_iI_c20240930_zgDonC0eCMn3" style="border-bottom: Black 1pt solid; text-align: right" title="Indefinite-lived">13,876,440</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td id="xdx_982_ecustom--IndefiniteLivedIntangibleAssetsAccumulatedAmortization_iI_c20240930_z70WX3KVrVf9" style="border-bottom: Black 1pt solid; text-align: right" title="Accumulated Amortization">(6,551,861</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td id="xdx_988_eus-gaap--IntangibleAssetsNetExcludingGoodwill_iI_c20240930_zUOvLxhCbH11" style="border-bottom: Black 1pt solid; text-align: right" title="Indefinite-lived">7,324,579</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> </table> 8634560 -6551861 2082699 8634560 -6551861 2082699 5241880 5241880 13876440 -6551861 7324579 600000 618543 719547 2057637 2478824 <p id="xdx_80B_ecustom--LiabilitiesAndDebtDisclosureTextBlock_zLTgQWpIZej3" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">NOTE 6: LIABILITIES AND DEBT </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Accrued Expenses and Other Liabilities </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p id="xdx_896_eus-gaap--ScheduleOfAccruedLiabilitiesTableTextBlock_zrVuxeMCmcwi" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">The Company accrued expenses and other liabilities line in the consolidated balance sheets is comprised of the following as of September 30, 2024, and December 31, 2023:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent:

0.25in"> SCHEDULE OF ACCRUED EXPENSES AND OTHER LIABILITIES</p> <table cellpadding="0"
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bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt;
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background-color: rgb(204,238,255)"> <td style="width: 60%; text-align: left">Accrued expenses</td><td style="width: 2%"> </td> <td style="width: 1%; text-align:
left">$</td><td style="width: 16%; text-align: right">733,865</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-
align: left">$</td><td style="width: 16%; text-align: right">617,374</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_402_eus-gaap--
AccruedSalariesCurrent_iI_maALAOLzuNb_z0F6nVTX7Sik" style="vertical-align: bottom"> <td style="text-align: left">Payroll related liabilities</td><td> </td> <td
style="text-align: left"> </td><td style="text-align: right">4,224,259</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-
align: right">3,895,640</td><td style="text-align: left"> </td></tr> <tr id="xdx_40C_eus-gaap--AccruedPayrollTaxesCurrent_iI_maALAOLzuNb_zmaqXF9Bveb4"
style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Sales tax liability</td><td> </td> <td style="text-align: left"> </td><td
style="text-align: right">178,960</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">145,545</td><td
style="text-align: left"> </td></tr> <tr id="xdx_40A_eus-gaap--OtherLiabilities_iI_maALAOLzuNb_zY4dlPMTGjyj" style="vertical-align: bottom"> <td style="text-align: left;
padding-bottom: 1pt">Other liabilities</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-
bottom: Black 1pt solid; text-align: right">99,353</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-
bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">99,933</td><td style="padding-bottom: 1pt; text-align:
left"> </td></tr> <tr id="xdx_406_eus-gaap--AccruedLiabilitiesAndOtherLiabilities_iTI_mtALAOLzuNb_zsmYEpVoDDU3" style="vertical-align: bottom; background-color:
rgb(204,238,255)"> <td style="padding-bottom: 1pt">Accrued expenses and other
liabilities, Total</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt
solid; text-align: right">5,236,437</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt
solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">4,758,492</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr>
</table> <p id="xdx_8AF_zLFcWUzPpgB4" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt;
margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times,
Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"><span style="text-
decoration: underline">Convertible Debt</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-
align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top:
0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">As of September
30, 2024 and December 31, 2023 there was $<span id="xdx_903_eus-
gaap--ConvertibleDebt_iI_c20231231_zNdnxTXdrQug" title="Convertible debt">100,000 remaining in outstanding principal that was not converted into
equity.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt;
margin-left: 0; text-align: justify; text-indent: 0pt"><i>Target Capital Convertible Promissory
Note</i></p> <p style="font: 10pt Times New Roman, Times, Serif; text-indent: 0pt; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0pt; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt;
margin-left: 0; text-align: justify; text-indent: 0.25in">On April 30, 2024, the Company issued a
convertible promissory note in the original principal amount of $<span id="xdx_900_eus-gaap--DebtInstrumentFaceAmount_iI_c20240430__us-gaap--
ShortTermDebtTypeAxis__us-gaap--ConvertibleDebtMember__dei--LegalEntityAxis__custom--TargetCapital1LLCMember_z6bJTZmk0tY1" title="Principal
amount">250,000 (the “Note”) to Target Capital 1 LLC, an Arizona limited liability company (the “Note Holder”), with a maturity date of <span id="xdx_90F_eus-
gaap--DebtInstrumentMaturityDate_dd_c20240430__20240430__us-gaap--ShortTermDebtTypeAxis__us-gaap--ConvertibleDebtMember__dei--LegalEntityAxis__custom--
TargetCapital1LLCMember_z4C3SUpdC0Bd" title="Maturity date">April 30, 2025 (the “Maturity Date”). Pursuant to the terms of the Note, the Company agreed to
pay the principal sum and a one-time interest charge of $<span id="xdx_901_eus-gaap--DebtInstrumentPeriodicPayment_c20240430__20240430__us-gaap--
ShortTermDebtTypeAxis__us-gaap--ConvertibleDebtMember__dei--LegalEntityAxis__custom--TargetCapital1LLCMember_zDciFNvd648d" title="Principal and interest
payment">50,000 to the Note Holder. In May 2024, the Company fully repaid the Note Holder $<span id="xdx_90A_eus-gaap--
RepaymentsOfConvertibleDebt_c20240501__20240531__us-gaap--ShortTermDebtTypeAxis__us-gaap--ConvertibleDebtMember__dei--LegalEntityAxis__custom--
TargetCapital1LLCMember_zGeW0FHFqFy6" title="Repayment of debt">300,000, including the principal and interest. The Company also will issue <span
id="xdx_900_eus-gaap--StockIssuedDuringPeriodSharesNewIssues_pid_c20240501__20240531__us-gaap--ShortTermDebtTypeAxis__us-gaap--ConvertibleDebtMember__dei--
LegalEntityAxis__custom--TargetCapital1LLCMember_zmL7dvGfJesi" title="Number of share of common stock">50,000 shares of common stock to the Note Holder as
commitment shares. As the shares have not been issued as of September 30, 2024, the fair value of $<span id="xdx_904_eus-gaap--
AccruedLiabilitiesCurrentAndNoncurrent_iI_pid_c20240930__us-gaap--ShortTermDebtTypeAxis__us-gaap--ConvertibleDebtMember__dei--LegalEntityAxis__custom--
TargetCapital1LLCMember_z58H3QKW1faf" title="Accrued liabilities">141,000 is included in accrued liabilities on the consolidated balance sheet.</p> <p
style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"><span style="font-family: Times
New Roman, Times, Serif; font-size: 10pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align:
justify">Loan Payable — PPP and SBA Loan
</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"><span style="font-family: Times
New Roman, Times, Serif; font-size: 10pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align:
justify; text-indent: 0.25in">In April 2022, there was a partial forgiveness of Bailey’s first PPP
Loan totaling $<span id="xdx_90A_eus-gaap--DebtInstrumentDecreaseForgiveness_c20220401__20220430__us-gaap--DebtInstrumentAxis__custom--
FirstPaycheckProtectionProgramMember__dei--LegalEntityAxis__custom--BaileyMember_z0Jkbs2QiKB2" title="Debt instrument, forgiveness">413,705. As of
September 30, 2024 and December 31, 2023, Bailey had an outstanding PPP Loan balance of $<span id="xdx_901_eus-gaap--
DebtInstrumentCarryingAmount_iI_c20240930__us-gaap--DebtInstrumentAxis__custom--PaycheckProtectionProgramCaresActMember__dei--LegalEntityAxis__custom--
BaileyMember_zZHAxEdm4VRk" title="Long term debt, gross"><span id="xdx_907_eus-gaap--DebtInstrumentCarryingAmount_iI_c20231231__us-gaap--
DebtInstrumentAxis__custom--PaycheckProtectionProgramCaresActMember__dei--LegalEntityAxis__custom--BaileyMember_zLlkb2jvF49c" title="Long term debt,
gross">933,295, which matures in 2026.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left:
0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-
top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"><span style="text-decoration:
underline">Merchant Advances</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align:
justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt;
margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"><i>Future Sales
Receipts</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">
 </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-
bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">In 2022 and 2023, the Company
obtained several merchant advances. These advances are, for the most part, secured by expected future sales transactions of the Company with expected payments on a weekly
basis. The Company made total cash repayments, pertaining to principal and interest, of $<span id="xdx_904_eus-gaap--
RepaymentsOfSecuredDebt_c20240101__20240930__us-gaap--DebtInstrumentAxis__custom--MerchantAdvancesMember_zCzzE5NE6zA9" title="Repayments of
debt">1,547,182 for the nine months ending September 30, 2024.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom:
0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p id="xdx_898_eus-
gaap--ScheduleOfDebtTableTextBlock_z2obaWhH4VCi" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align:
justify; text-indent: 0.25in">The following is a summary of the merchant advances as of September
30, 2024, and December 31, 2023:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify;
text-indent: 0.25in"><span style="font-family: Times New Roman, Times, Serif; font-size:
10pt"> SCHEDULE OF MERCHANT ADVANCES</p> <table cellpadding="0"
cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 80%"> <tr style="vertical-align: bottom"> <td> </td><td style="font-
weight: bold"> </td> <td colspan="2" id="xdx_49E_20240930_zTLQVtBavv11" style="font-weight: bold; text-align: center">September 30,</td><td style="font-weight:
bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_499_20231231_zQYK4RrnDvy7" style="font-weight: bold; text-align: center">December 31,</td>
<td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2"
style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight:
bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt;
font-weight: bold"> </td></tr> <tr id="xdx_402_eus-gaap--DebtInstrumentCarryingAmount_iI_hus-gaap--DebtInstrumentAxis__custom--
MerchantAdvancesMember_maLTDzQQm_zISr8p09LWsj" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%">Principal</td><td
style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">2,347,564</td><td style="width: 1%; text-align: left"> </td>
<td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">2,960,946</td><td style="width: 1%; text-align:
left"> </td></tr> <tr id="xdx_40D_eus-gaap--DebtInstrumentUnamortizedDiscount_iNI_di_hus-gaap--DebtInstrumentAxis__custom--
MerchantAdvancesMember_msLTDzQQm_zbGRUCGuLQka" style="vertical-align: bottom"> <td style="text-align: left; padding-bottom: 1pt">Less: unamortized debt
discount</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align:
right">(550,183</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align:
left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(1,966,881</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr id="xdx_40D_eus-
gaap--LongTermDebt_iTI_hus-gaap--DebtInstrumentAxis__custom--MerchantAdvancesMember_mtLTDzQQm_zYTxnCJmYV99" style="vertical-align: bottom; background-color:
rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left; padding-bottom: 1pt">Merchant cash advances, net</td><td style="padding-bottom: 1pt"> </td> <td
style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">1,797,381</td><td style="padding-bottom: 1pt;
text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid;
text-align: right">994,065</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> </table> <p id="xdx_8AE_zJV0gd2H4U7l" style="font: 10pt Times New Roman,
Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"><span style="font-family: Times New Roman, Times, Serif; font-size:
10pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">The unamortized debt discount of $<span id="xdx_90E_eus-gaap--
DebtInstrumentUnamortizedDiscount_iI_c20240930__us-gaap--DebtInstrumentAxis__custom--MerchantAdvancesMember_zwu0ojbjtPh8" title="Unamortized debt
discount">550,183 will be amortized to interest expense over the expected remaining terms of the agreements through the fourth quarter of 2024. During the nine
months ended September 30, 2024, the Company recorded $<span id="xdx_904_eus-gaap--InterestExpenseDebt_c20240101__20240930__us-gaap--
DebtInstrumentAxis__custom--MerchantAdvancesMember_zyWOzEtqFkB9" title="Interest expense">1,781,972 in interest expense pertaining to these advances.

</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"><i>Other</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">The Company has outstanding merchant advances with Shopify Capital. During the three months ending September 2024, the Company made repayments of $3,850. As of September 30, 2024, the remaining principal outstanding was $12,832. These advances are, for the most part, secured by expected future sales transactions of the Company with expected payments on a daily basis.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">The Company also had outstanding merchant advances with Gynger, Inc. In May 2024, the Company converted the outstanding principal and accrued interest of $313,816 owed to Gynger for 106,020 shares of common stock.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.5in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Promissory Note Payable</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">As of September 30, 2024, and December 31, 2023, the outstanding principal on the note to the sellers of Bailey was $3,500,000. On July 5, 2023, the parties agreed to extend the maturity date to June 30, 2024. Interest expense was $105,000 and $105,000 for the three months ended September 30, 2024 and 2023 and $315,000 and $315,000 for the nine months ended September 30, 2024 and 2023, all respectively, which was accrued and unpaid as of September 30, 2024. The aforesaid mentioned Promissory note are in default as of September 30 2024.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.5in">In March 2023, the Company and various purchasers executed a Securities Purchase Agreement (“March 2023 Notes”) whereby the investors purchased from the Company promissory notes in the aggregate principal amount of $2,458,750, consisting of original issue discount of $608,750. The Company received net proceeds of $1,850,000 after additional fees. The March 2023 Notes are due and payable on September 30, 2023 (the “Maturity Date”). If the Company completes a debt or equity financing of less than $7,500,000, the Company is required to repay 50% of the remaining balance of the March 2023 Notes. Following such 50% repayment, the Company must also use any proceeds from any subsequent debt or equity financing to repay the March 2023 Notes. Upon the closing of any debt or equity financing of $7,500,000 or greater, the Company is required to repay 100% of the Notes with no penalties. There is no additional interest after the 20% original interest discount. Upon the Company’s equity financing in September 2023, the Company repaid an aggregate $1,247,232 principal to the respective noteholders. The Company recognized a debt discount of $608,750, which was fully amortized through December 31, 2023. The notes contain certain conversion provisions upon an event of default.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.5in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify">In May 2024, the Company repaid $500,000 of these notes. The parties mutually extended the maturity date to November 4, 2024 and acknowledged that the default provisions had not been triggered. The amount was fully repaid on November 4, 2024. During the nine months ended September 30, 2024, the Company fully amortized the debt discount pertaining to these notes.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify"> </p> <p id="xdx_895_ecustom--DisclosureOfPromissoryNotesPayableNetTableTextBlock_zGey7i9KVGig" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.5in">The following is a summary of promissory notes payable, net:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.5in"> SCHEDULE OF PROMISSORY NOTES PAYABLE, NET</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_499_20240930_zTbgUZEdBTAl" style="font-weight: bold; text-align: center">September 30,</td><td style="font-weight: bold"> </td> <td style="font-weight: bold"> </td> <td colspan="2" id="xdx_495_20231231_z6SrfnOCPzja" style="font-weight: bold; text-align: center">December 31,</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_40C_eus-gaap--DebtInstrumentFaceAmount_iI_hdei--LegalEntityAxis__custom--BaileyMember_z8GXyULTvJ9k" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%; text-align: left">Bailey Note</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td> <td style="width: 16%; text-align: right">3,500,000</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">3,500,000</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_404_eus-gaap--DebtInstrumentFaceAmount_iI_hus-gaap--DebtInstrumentAxis__custom--March2023NotesMember_zAabaaLUqGKb" style="vertical-align: bottom"> <td>March 2023 Notes - principal</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,230,740</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,730,740</td><td style="text-align: left"> </td></tr> <tr id="xdx_40A_eus-gaap--DebtInstrumentFaceAmount_iI_hus-gaap--DebtInstrumentAxis__custom--March2023NotesMember_zD8QSE65bOHl" style="display: none; vertical-align: bottom"> <td>Notes - principal</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,230,740</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,730,740</td><td style="text-align: left"> </td></tr> <tr id="xdx_40C_eus-gaap--DebtInstrumentUnamortizedDiscount_iNI_di_hus-gaap--DebtInstrumentAxis__custom--March2023NotesMember_zIG3fBA5nYi2" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">March 2023 Notes - unamortized debt discount</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(346,148</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr id="xdx_403_eus-gaap--NotesPayableCurrent_iI_zf1iOAnYSVpe" style="vertical-align: bottom"> <td style="text-align: left; padding-bottom: 1pt">Promissory note payable, net</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">4,730,740</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">4,884,592</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p id="xdx_896_eus-gaap--ScheduleOfAccruedLiabilitiesTableTextBlock_zrVuxeMCmcwi" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">The Company accrued expenses and other liabilities line in the consolidated balance sheets is comprised of the following as of September 30, 2024, and December 31, 2023:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> SCHEDULE OF ACCRUED EXPENSES AND OTHER LIABILITIES</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_496_20240930_zP2VvW3Ed7M5" style="font-weight: bold; text-align: center">September 30,</td><td style="font-weight: bold"> </td><td style="font-weight:

bold"> </td> <td colspan="2" id="xdx_499_20231231_zLHVU1nwzGnj" style="font-weight: bold; text-align: center">December 31,</td><td style="font-weight: bold"> </td> </tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_40B_eus-gaap--AccruedLiabilitiesCurrentAndNoncurrent_iI_maALAOLzuNb_z3R3fKlqxaE2" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%; text-align: left">Accrued expenses</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">733,865</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">617,374</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_402_eus-gaap--AccruedSalariesCurrent_iI_maALAOLzuNb_z0F6nVTX7Sik" style="vertical-align: bottom"> <td style="text-align: left">Payroll related liabilities</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">4,224,259</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">3,895,640</td><td style="text-align: left"> </td></tr> <tr id="xdx_40C_eus-gaap--AccruedPayrollTaxesCurrent_iI_maALAOLzuNb_zmaqXF9Bveb4" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Sales tax liability</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">178,960</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">145,545</td><td style="text-align: left"> </td></tr> <tr id="xdx_40A_eus-gaap--OtherLiabilities_iI_maALAOLzuNb_zY4dlPMTGjyj" style="vertical-align: bottom"> <td style="text-align: left; padding-bottom: 1pt">Other liabilities</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">99,353</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">99,933</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_406_eus-gaap--AccruedLiabilitiesAndOtherLiabilities_iTI_mtALAOLzuNb_zsmYEpVoDDU3" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt">Accrued expenses and other liabilities, Total </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">5,236,437</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">4,758,492</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> </table> 733865 617374 4224259 3895640 178960 145545 99353 99933 5236437 4758492 100000 100000 250000 2025-04-30 50000 300000 50000 141000 413705 933295 933295 1547182 <p id="xdx_898_eus-gaap--ScheduleOfDebtTableTextBlock_z2obaWhH4VCi" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">The following is a summary of the merchant advances as of September 30, 2024, and December 31, 2023:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> SCHEDULE OF MERCHANT ADVANCES</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 80%"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_49E_20240930_zTLQVtBavv11" style="font-weight: bold; text-align: center">September 30,</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_499_20231231_zQYK4RrnDvy7" style="font-weight: bold; text-align: center">December 31, </td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_402_eus-gaap--DebtInstrumentCarryingAmount_iI_hus-gaap--DebtInstrumentAxis__custom--MerchantAdvancesMember_maLTDzQQm_zISr8p09LWsj" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%">Principal</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">2,347,564</td><td style="width: 1%; text-align: left"> </td> <td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">2,960,946</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_40D_eus-gaap--DebtInstrumentUnamortizedDiscount_iNI_di_hus-gaap--DebtInstrumentAxis__custom--MerchantAdvancesMember_msLTDzQQm_zbGRUCGuLQka" style="vertical-align: bottom"> <td style="text-align: left; padding-bottom: 1pt">Less: unamortized debt discount</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(550,183</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(1,966,881</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr id="xdx_40D_eus-gaap--LongTermDebt_iTI_hus-gaap--DebtInstrumentAxis__custom--MerchantAdvancesMember_mtLTDzQQm_zYTxnCJmYV99" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-left: 10pt; text-align: left; padding-bottom: 1pt">Merchant cash advances, net</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">1,797,381</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">994,065</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> </table> 2347564 2960946 550183 1966881 1797381 994065 550183 1781972 3850 12832 313816 106020 3500000 3500000 105000 105000 315000 315000 2458750 608750 1850000 September 30, 2023 7500000 0.50 0.50 7500000 1 0.20 1247232 608750 500000 <p id="xdx_895_ecustom--DisclosureOfPromissoryNotesPayableNetTableTextBlock_zGey7i9KVGig" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.5in">The following is a summary of promissory notes payable, net:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.5in"> SCHEDULE OF PROMISSORY NOTES PAYABLE, NET</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td> </td> <td style="font-weight: bold"> </td> <td colspan="2" id="xdx_499_20240930_zTbgUZEdBTAl" style="font-weight: bold; text-align: center">September 30,</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_495_20231231_z6SrfnOCPzja" style="font-weight: bold; text-align: center">December 31,</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_40C_eus-gaap--DebtInstrumentFaceAmount_iI_hdei--LegalEntityAxis__custom--BaileyMember_z8GXyULTvJ9k" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%; text-align: left">Bailey Note</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">3,500,000</td><td style="width: 1%; text-align: left"> </td> <td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">3,500,000</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_404_eus-gaap--DebtInstrumentFaceAmount_iI_hus-gaap--DebtInstrumentAxis__custom--March2023NotesMember_zAabaaLUqGKb" style="vertical-align: bottom"> <td>March 2023 Notes - principal</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,230,740</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,730,740</td><td style="text-align: left"> </td></tr> <tr id="xdx_40A_eus-gaap--DebtInstrumentFaceAmount_iI_hus-gaap--DebtInstrumentAxis__custom--March2023NotesMember_zD8QSE65bOHl" style="display: none; vertical-align: bottom"> <td>Notes - principal</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,230,740</td><td style="text-align: left"> </td> <td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,730,740</td><td style="text-align: left"> </td></tr> <tr id="xdx_40C_eus-gaap--DebtInstrumentUnamortizedDiscount_iNI_di_hus-gaap--DebtInstrumentAxis__custom--March2023NotesMember_zIG3fBA5nYi2" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">March 2023 Notes - unamortized debt discount</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">- </td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(346,148</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr id="xdx_403_eus-gaap--NotesPayableCurrent_iI_zf1iOAnYSVpe" style="vertical-align: bottom"> <td style="text-align: left; padding-bottom: 1pt">Promissory note payable, net</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">4,730,740</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">4,884,592</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> 3500000 3500000 1230740 1730740 1230740 1730740 346148 4730740 4884592 <p id="xdx_802_eus-gaap--StockholdersEquityNoteDisclosureTextBlock_zFOfTRxCx5y1" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">NOTE 7: STOCKHOLDERS' DEFICIT</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"><i>Amendments to Certificate of Incorporation</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">On August 21, 2023, the Board of Directors approved a one-for-25 reverse stock split of its issued and outstanding shares of common stock and a proportional adjustment to the existing conversion ratios for each series of the Company's preferred stock. The reverse stock split became effective as of August 22, 2023. Accordingly, all share and per share amounts for all periods presented in the accompanying consolidated financial statements and notes thereto have been adjusted retroactively, where applicable, to reflect this reverse stock split and adjustment of the preferred stock conversion ratios.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"><i>Common Stock</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">The Company had 1,000,000,000 shares of common stock authorized with a par value of $0.0001 as of September 30, 2024. </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Common stockholders have voting rights of one vote per share. The voting, dividend, and liquidation rights of the holders of common stock are subject to and qualified by the rights, powers, and preferences of preferred stockholders.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">2024 Transactions</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">During the nine months ended September 30, 2024, the Company issued <span id="xdx_901_eus-gaap--

StockIssuedDuringPeriodValueNewIssues_c20240101__20240930__us-gaap--TypeOfArrangementAxis__custom--ATMAgreementMember_zPbP8aOEPE0a" title="Common stock, shares issued">1,200,593 shares of common stock pursuant to an At-The-Market Offering Agreement for an at-the-market offering (the “ATM Agreement”) with H.C. Wainwright & Co., LLC, as sales agent (“Wainwright”). The Company received net proceeds of $2,478,719 pursuant to the ATM Agreement.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">During the nine months ended September 30, 2024, the Company issued an aggregate of 129,110 shares of common stock pursuant to services and conversion of accounts payable totaling a fair value of $312,634.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">During the nine months ended September 30, 3,442 shares of Series C Convertible Preferred Stock converted into 192,027 shares of common stock.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">As previously reported, the Company entered into a securities purchase agreement with an accredited investor (the “Investor”), pursuant to which the Company issued on September 5, 2023 those certain Series A warrants to purchase 513,875 shares of common stock and Series B warrants to purchase 513,875 shares of common stock (collectively, the “Existing Warrants”), amongst other securities.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">On May 3, 2024, the Company entered into that certain inducement offer to exercise common stock purchase warrants with the Investor (the “Inducement Agreement”), pursuant to which (i) the Company agreed to lower the exercise price of the Existing Warrants to $3.13 per share and (ii) the Investor agreed to exercise the Existing Warrants into 1,027,750 shares of common stock (the “Exercise Shares”) by payment of the aggregate exercise price of $3,216,857.50 (gross proceeds before expenses, including but not limited to fees to H.C. Wainwright & Co., LLC (the “Placement Agent”), the exclusive placement agent in connection therewith). The closing occurred on May 7, 2024. Through September 30, 2024, the Company had exercised 378,750 of the 1,027,750 warrants at the amended exercise price of $3.13 per share. The Company received the entire gross proceeds of $3,216,857 in May 2024, which represents the exercise of the entire 1,027,750 warrants at the $3.13 exercise price. The Company received net proceeds of $2,877,475 after placement agent fees and expenses. The Company also exercised 649,000 warrants which were prefunded through PIPE offerings in the third quarter of 2023.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">In May 2024, the Company converted the outstanding principal and accrued interest of $313,816 owed to Gynger for 106,020 shares of common stock.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"><i>Series A Convertible Preferred Stock</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">On September 29, 2022, the Company filed the Certificate of Designation designating up to 6,800 shares out of the authorized but unissued shares of its preferred stock as Series A Convertible Preferred Stock.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Except for stock dividends or distributions for which adjustments are to be made pursuant to the Certificate of Designation, the holders of the Series A Preferred Stock (the “Holders”) shall be entitled to receive, and the Company shall pay, dividends on shares of the Series A Preferred Stock equal (on an as-if-converted-to-Common-Stock basis) to 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. No other dividends shall be paid on shares of the Series A Preferred Stock.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">With respect to any vote with the class of Common Stock, each share of the Series A Preferred Stock shall entitle the Holder thereof to cast that number of votes per share as is equal to the number of shares of Common Stock into which it is then convertible.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">The Series A Preferred Stock shall rank (i) senior to all of the Common Stock; (ii) senior to any class or series of capital stock of the Company hereafter created specifically ranking by its terms junior to any Preferred Stock (“Junior Securities”); (iii) on parity with any class or series of capital stock of the Corporation created specifically ranking by its terms on parity with the Preferred Stock (“Parity Securities”); and (iv) junior to any class or series of capital stock of the Company hereafter created specifically ranking by its terms senior to any Preferred Stock (“Senior Securities”), in each case, as to dividends or distributions of assets upon liquidation, dissolution or winding up of the Company, whether voluntarily or involuntarily.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Each share of the Series A Preferred Stock shall be convertible, at any time and from time to time from and after September 29, 2022 at the option of the Holder thereof, into that number of shares of Common Stock determined by dividing the Stated Value of such share of the Series A Preferred Stock ($1,000 as of September 29, 2022) by the Conversion Price. The conversion price for each share of the Series A Preferred Stock is the closing price of the Common Stock on September 29, 2022, which was $9.30.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">As of September30, 2024 and December 31, 2023, there were 6,300 shares of Series A Convertible Preferred Stock issued and outstanding.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-

indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"><i>Series C Convertible Preferred Stock</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">On June 21, 2023, the Company, on the one hand, and Moise Emquies, George Levy, Matthieu Leblan, Carol Ann Emquies, Jenny Murphy and Elodie Crichi (collectively, the “Sundry Investors”), on the other hand, executed a Securities Purchase Agreement (the “Sundry SPA”) whereby the Company issued 5,761 shares of Series C Convertible Preferred Stock, par value $0.0001 per share (the “Series C Preferred Stock”) to the Sundry Investors at a purchase price of $1,000 per share. The Series C Preferred Stock is convertible into a number of shares of the Company’s Common Stock equal to $1,000 divided by an initial conversion price of $0.717 which represents the lower of (i) the closing price per share of the Common Stock as reported on the Nasdaq on June 20, 2023, and (ii) the average closing price per share of Common Stock as reported on the Nasdaq for the five trading days preceding June 21, 2023. The shares of Series C Preferred Stock were issued in consideration for the cancellation of certain promissory notes issued by the Company to the Sundry Investors dated December 30, 2022 (the “Sundry Loan Documents”). The following is a summary of the rights and preferences of the Series C Convertible Preferred Stock.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">On June 21, 2023, the Company filed the Certificate of Designation with the Secretary of State for the State of Delaware designating up to 5,761 shares out of the authorized but unissued shares of its preferred stock as Series C Convertible Preferred Stock. The following is a summary of the principal terms of the Series C Preferred Stock.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Except for stock dividends or distributions for which adjustments are to be made pursuant to the Certificate of Designation, the holders of the Series C Preferred Stock (the “Series C Holders”) shall be entitled to receive, and the Company shall pay, dividends on shares of the Series C Preferred Stock equal (on an as-if-converted-to-Common-Stock basis) to 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. No other dividends shall be paid on shares of the Series C Preferred Stock.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">The Series C Holders are entitled to vote as a class as expressly provided in the Certificate of Designation. The Series C Holders are also entitled to vote with the holders of shares of Common Stock, voting together as one class, on all matters in which the Series C Holders are permitted to vote with the class of shares of Common Stock. </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">With respect to any vote with the class of Common Stock, each share of the Series C Preferred Stock shall entitle the Holder thereof to cast that number of votes per share as is equal to the number of shares of Common Stock into which it is then convertible (subject to the ownership limitations specified in the Certificate of Designation) using the record date for determining the stockholders of the Company eligible to vote on such matters as the date as of which the conversion price is calculated.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">The Series C Preferred Stock shall rank (i) senior to all of the Common Stock; (ii) senior to Junior Securities; (iii) on parity with Parity Securities; and (iv) junior to Senior Securities, in each case, as to dividends or distributions of assets upon liquidation, dissolution or winding up of the Company, whether voluntarily or involuntarily. Subject to any superior liquidation rights of the holders of any Senior Securities of the Company and the rights of the Company’s existing and future creditors, upon a Liquidation, each Holder shall be entitled to be paid out of the assets of the Company legally available for distribution to stockholders, prior and in preference to any distribution of any of the assets or surplus funds of the Company to the holders of the Common Stock and Junior Securities and pari passu with any distribution to the holders of Parity Securities, an amount equal to the Stated Value (as defined in the Certificate of Designation) for each share of the Series C Preferred Stock held by such Holder and an amount equal to any accrued and unpaid dividends thereon, and thereafter the Series C Holders shall be entitled to receive out of the assets, whether capital or surplus, of the Company the same amount that a holder of Common Stock would receive if the Series C Preferred Stock were fully converted (disregarding for such purposes any conversion limitations hereunder) to Common Stock which amounts shall be paid pari passu with all holders of Common Stock.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Each share of the Series C Preferred Stock shall be convertible, at any time and from time to time from and after June 21, 2023 at the option of the Holder thereof, into that number of shares of Common Stock determined by dividing the Stated Value of such share of the Series C Preferred Stock ($1,000 as of June 21, 2023) by the Conversion Price. The conversion price for each share of the Series C Preferred Stock is $0.717, which is the lower of (a) the closing price per share of the Common Stock as reported on the NasdaqCM on June 20, 2023 (the trading day before the date of the Sundry SPA), and (b) the average closing price per share of Common Stock as reported on the NasdaqCM for the five trading days preceding the date of the Sundry SPA, subject to adjustment herein (the “Series C Conversion Price”).</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">The Company has the option to redeem any or all of the then outstanding Series C Preferred Stock at 112% of the then Stated Value any time after June 21, 2023 and so long as there is an effective Registration Statement covering the shares issuable upon conversion of the Series C Preferred Stock.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">In October 2023, 975 shares of Series C Convertible Preferred Stock converted into 54,394 shares of common stock. </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">During the nine months ended September 30, 2024, 3,442 shares of Series C Convertible Preferred Stock converted into 192,027 shares of common stock.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0"> </p> one-for-25 reverse stock split 1000000000 0.0001 one 1200593 2478719 129110 312634 3442 192027 513875 513875 3.13 1027750 3216857.50 378750 1027750 3.13 3216857 1027750 3.13 2877475 649000 313816 106020 6800 1000 9.30 6300 6300 6300 6300 5761 0.0001 1000 1000 0.717 5761 1000 0.717 1.12 975 54394 3442 192027 <p id="xdx_804_eus-gaap--RelatedPartyTransactionsDisclosureTextBlock_zJXEwkTdUrPi" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">NOTE 8: RELATED PARTY TRANSACTIONS</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">As of September 30, 2024 and December 31, 2023, amounts due to related parties were $426,921 and $400,012, respectively. The advances are unsecured, non-interest bearing and due on demand. Amounts due to related parties consist of current and former executives, and a board member. The related party balances are with a former officer, current director and the Chief Executive Officer.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> 426921 400012 <p id="xdx_801_eus-gaap--DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock_zzZQ8yMzppej" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">NOTE 9: SHARE-BASED PAYMENTS</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Common Stock Warrants</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p id="xdx_89C_eus-gaap--ScheduleOfStockholdersEquityNoteWarrantsOrRightsTextBlock_z8z7oq4MC0v8" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">A summary of information related to common stock warrants for the nine months ended September 30, 2024 is as follows:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0"> SUMMARY OF INFORMATION RELATED TO COMMON STOCK WARRANTS </p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="2" style="font-weight: bold; text-align: center">Common</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" style="font-weight: bold; text-align: center">Weighted</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="2" style="font-weight: bold; text-align: center">Stock</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" style="font-weight: bold; text-align: center">Average</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Warrants</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Exercise Price</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%">Outstanding - December 31, 2023</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td id="xdx_980_eus-gaap--ClassOfWarrantOrRightOutstanding_iS_c20240101__20240930__us-gaap--ClassOfWarrantOrRightAxis__custom--CommonStockWarrantMember_zeANPP6RV7u7" style="width: 16%; text-align: right" title="Warrant Outstanding Beginning Balance">1,180,220</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_987_eus-gaap--ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_iS_c20240101__20240930__us-gaap--ClassOfWarrantOrRightAxis__custom--CommonStockWarrantMember_zifFP937xVcb" style="width: 16%; text-align: right" title="Weighted Average Exercise Price Outstanding Beginning Balance">25.40</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom"> <td>Granted</td><td> </td> <td style="text-align: left"> </td><td id="xdx_980_ecustom--ClassOfWarrantOrRightWarrantsGranted_c20240101__20240930__us-gaap--ClassOfWarrantOrRightAxis__custom--CommonStockWarrantMember_zj1p9ea1c2gc" style="text-align: right" title="Warrant Outstanding, Granted">2,132,581</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td id="xdx_983_ecustom--ClassOfWarrantOrRightWarrantsGrantedWeightedAverageExercisePrice_c20240101__20240930__us-gaap--ClassOfWarrantOrRightAxis__custom--CommonStockWarrantMember_zXFidIOvRzn9" style="text-align: right" title="Weighted Average Exercise Price Outstanding, Granted">2.92</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Exercised</td><td> </td> <td style="text-align: left"> </td><td id="xdx_98B_ecustom--ClassOfWarrantOrRightWarrantsExercised_c20240101__20240930__us-gaap--ClassOfWarrantOrRightAxis__custom--CommonStockWarrantMember_zyO4evdld3sk" style="text-align: right" title="Warrant Outstanding, Exercised">(1,027,750</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td id="xdx_98E_ecustom--ClassOfWarrantOrRightWarrantsExercisedWeightedAverageExercisePrice_c20240101__20240930__us-gaap--ClassOfWarrantOrRightAxis__custom--CommonStockWarrantMember_z68ukQVa23M8" style="text-align: right" title="Weighted Average Exercise Price Outstanding, Exercised">3.13</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom"> <td style="padding-bottom: 1pt">Forfeited</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_985_ecustom--ClassOfWarrantOrRightWarrantsForfeited_c20240101__20240930__us-gaap--ClassOfWarrantOrRightAxis__custom--CommonStockWarrantMember_zXb5eaJAtSUg" style="border-bottom: Black 1pt solid; text-align: right" title="Warrant Outstanding, Forfeited">-</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="text-align: left"> </td><td id="xdx_984_ecustom--ClassOfWarrantOrRightWarrantsForfeitedWeightedAverageExercisePrice_c20240101__20240930__us-gaap--ClassOfWarrantOrRightAxis__custom--CommonStockWarrantMember_zdu3UktLbLS5" style="text-align: right" title="Weighted Average Exercise Price Outstanding, Forfeited">-</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt">Outstanding - September 30, 2024</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_980_eus-gaap--ClassOfWarrantOrRightOutstanding_iE_c20240101__20240930__us-gaap--ClassOfWarrantOrRightAxis__custom--CommonStockWarrantMember_zaYmp5UHIW0a" style="border-bottom: Black 1pt solid; text-align: right" title="Warrant Outstanding Ending Balance">2,285,051</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="text-align: left">$</td><td id="xdx_983_eus-gaap--ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_iE_c20240101__20240930__us-gaap--ClassOfWarrantOrRightAxis__custom--CommonStockWarrantMember_zXB7VApQnxZ" style="text-align: right" title="Weighted Average Exercise Price Outstanding Beginning Balance">11.60</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt">Exercisable at December 31, 2023</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_98F_ecustom--ClassOfWarrantOrRightWarrantsExercisable_c20230101__20231231__us-gaap--ClassOfWarrantOrRightAxis__custom--CommonStockWarrantMember_zHZRyGiSIxTl" style="border-bottom: Black 1pt solid; text-align: right" title="Common Stock Warrants Exercisable">1,180,220</td><td style="padding-bottom: 1pt; text-align: left"> </td> <td style="padding-bottom: 1pt"> </td> <td style="text-align: left">$</td><td id="xdx_983_ecustom--ClassOfWarrantOrRightExercisePriceOfWarrantsOrRightsExercisable_iS_c20240101__20240930__us-gaap--ClassOfWarrantOrRightAxis__custom--CommonStockWarrantMember_zPILxTxXxXFi" style="text-align: right" title="Weighted Average Exercise Price Exercisable">25.40</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom"> <td style="padding-bottom: 1pt">Exercisable at September 30, 2024</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_987_ecustom--ClassOfWarrantOrRightWarrantsExercisable_c20240101__20240930__us-gaap--ClassOfWarrantOrRightAxis__custom--CommonStockWarrantMember_zQLOiQcVpenb" style="border-bottom: Black 1pt solid; text-align: right" title="Common Stock Warrants Exercisable">2,285,051</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="text-align: left">$</td><td id="xdx_98E_ecustom--ClassOfWarrantOrRightExercisePriceOfWarrantsOrRightsExercisable_iE_c20240930__us-gaap--ClassOfWarrantOrRightAxis__custom--CommonStockWarrantMember_z23gV6Y8jgXa" style="text-align: right" title="Weighted Average Exercise Price Exercisable">11.60</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> </table> <p id="xdx_8AB_zg89v9x4w2x5" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Stock Options</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">As of September 30, 2024 and December 31, 2023, the Company had 1,566 stock options outstanding with a weighted average exercise price of $9,050 per share.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Stock-based compensation expense of $1,061 and $101,417 was recognized for the three months ended September 30, 2024 and 2023, respectively and $169,261 and $308,511 was recognized for the nine months ended September 30, 2024 and 2023. During the nine months ended September 30, 2024 and 2023, $23,998 and $43,197 was recorded to sales and marketing expense, and all other stock compensation was included in general and administrative expense in the condensed consolidated statements of operations. Total unrecognized compensation cost related to non-vested stock option awards as of September 30, 2024 amounted to $353 and will be recognized over a weighted average period of 0.03 years.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p id="xdx_89C_eus-gaap--ScheduleOfStockholdersEquityNoteWarrantsOrRightsTextBlock_z8z7oq4MC0v8" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">A summary of information related to common stock warrants for the nine months ended September 30, 2024 is as follows:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0"> SUMMARY OF INFORMATION RELATED TO COMMON STOCK WARRANTS</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="2" style="font-weight: bold; text-align: center">Common</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" style="font-weight: bold; text-align: center">Weighted</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="2" style="font-weight: bold; text-align: center">Stock</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" style="font-weight: bold; text-align: center">Average</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Warrants</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Exercise Price</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%">Outstanding - December 31, 2023</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td id="xdx_980_eus-gaap--ClassOfWarrantOrRightOutstanding_iS_c20240101__20240930__us-gaap--ClassOfWarrantOrRightAxis__custom--CommonStockWarrantMember_zeANPP6RV7u7" style="width: 16%; text-align: right" title="Warrant Outstanding Beginning Balance">1,180,220</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_987_eus-gaap--ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_iS_c20240101__20240930__us-gaap--ClassOfWarrantOrRightAxis__custom--CommonStockWarrantMember_zifFP937xVcb" style="width: 16%; text-align: right" title="Weighted Average Exercise Price Outstanding Beginning Balance">25.40</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom"> <td>Granted</td><td> </td> <td style="text-align: left"> </td><td id="xdx_980_ecustom--ClassOfWarrantOrRightWarrantsGranted_c20240101__20240930__us-gaap--ClassOfWarrantOrRightAxis__custom--CommonStockWarrantMember_zj1p9ea1c2gc" style="text-align: right" title="Warrant Outstanding, Granted">2,132,581</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td id="xdx_983_ecustom--ClassOfWarrantOrRightWarrantsGrantedWeightedAverageExercisePrice_c20240101__20240930__us-gaap--ClassOfWarrantOrRightAxis__custom--CommonStockWarrantMember_zXFidIOvRzn9" style="text-align: right" title="Weighted Average Exercise Price Outstanding,

Granted">2.92</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Exercised</td><td> </td> <td
style="text-align: left"> </td><td id="xdx_98B_ecustom--ClassOfWarrantOrRightWarrantsExercised_c20240101__20240930__us-gaap--ClassOfWarrantOrRightAxis__custom--
CommonStockWarrantMember_zyO4evdld3sk" style="text-align: right" title="Warrant Outstanding, Exercised">(1,027,750</td><td style="text-align: left">)</td><td> </td>
<td style="text-align: left"> </td><td id="xdx_98E_ecustom--ClassOfWarrantOrRightWarrantsExercisedWeightedAverageExercisePrice_c20240101__20240930__us-gaap--
ClassOfWarrantOrRightAxis__custom--CommonStockWarrantMember_z68ukQVa23M8" style="text-align: right" title="Weighted Average Exercise Price Outstanding,
Exercised">3.13</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom"> <td style="padding-bottom: 1pt">Forfeited</td><td style="padding-bottom:
1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_985_ecustom--
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style="border-bottom: Black 1pt solid; text-align: right" title="Warrant Outstanding, Forfeited">-</td><td
style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="text-align: left"> </td><td id="xdx_984_ecustom--
ClassOfWarrantOrRightWarrantsForfeitedWeightedAverageExercisePrice_c20240101__20240930__us-gaap--ClassOfWarrantOrRightAxis__custom--
CommonStockWarrantMember_zdu3UktLbLS5" style="text-align: right" title="Weighted Average Exercise Price Outstanding, Forfeited"><span style="-sec-ix-hidden:
xdx2ixbrl1299">-</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td
style="padding-bottom: 1pt">Outstanding - September 30, 2024</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align:
left"> </td><td id="xdx_980_eus-gaap--ClassOfWarrantOrRightOutstanding_iE_c20240101__20240930__us-gaap--ClassOfWarrantOrRightAxis__custom--
CommonStockWarrantMember_zaYmp5UHlW0a" style="border-bottom: Black 1pt solid; text-align: right" title="Warrant Outstanding Ending Balance">2,285,051</td><td
style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="text-align: left">$</td><td id="xdx_983_eus-gaap--
ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_iE_c20240101__20240930__us-gaap--ClassOfWarrantOrRightAxis__custom--
CommonStockWarrantMember_zXB7VApQnxZ" style="text-align: right" title="Weighted Average Exercise Price Outstanding Beginning Balance">11.60</td><td
style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align:
right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr
style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt">Exercisable at December 31, 2023</td><td style="padding-bottom:
1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_98F_ecustom--
ClassOfWarrantOrRightWarrantsExercisable_c20230101__20231231__us-gaap--ClassOfWarrantOrRightAxis__custom--CommonStockWarrantMember_zHZRyGiSIxTl"
style="border-bottom: Black 1pt solid; text-align: right" title="Common Stock Warrants Exercisable">1,180,220</td><td style="padding-bottom: 1pt; text-align: left"> </td>
<td style="padding-bottom: 1pt"> </td> <td style="text-align: left">$</td><td id="xdx_983_ecustom--
ClassOfWarrantOrRightExercisePriceOfWarrantsOrRightsExercisable_iS_c20240101__20240930__us-gaap--ClassOfWarrantOrRightAxis__custom--
CommonStockWarrantMember_zPILxTxXxXFi" style="text-align: right" title="Weighted Average Exercise Price Exercisable">25.40</td><td style="padding-bottom: 1pt; text-
align: left"> </td></tr> <tr style="vertical-align: bottom"> <td style="padding-bottom: 1pt">Exercisable at September 30, 2024</td><td style="padding-bottom: 1pt"> </td>
<td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_987_ecustom--ClassOfWarrantOrRightWarrantsExercisable_c20240101__20240930__us-gaap--
ClassOfWarrantOrRightAxis__custom--CommonStockWarrantMember_zQLOiQcVpenb" style="border-bottom: Black 1pt solid; text-align: right" title="Common Stock Warrants
Exercisable">2,285,051</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="text-align: left">$</td><td
id="xdx_98E_ecustom--ClassOfWarrantOrRightExercisePriceOfWarrantsOrRightsExercisable_iE_c20240930__us-gaap--ClassOfWarrantOrRightAxis__custom--
CommonStockWarrantMember_z23gV6Y8jgXa" style="text-align: right" title="Weighted Average Exercise Price Exercisable">11.60</td><td style="padding-bottom: 1pt; text-
align: left"> </td></tr> </table> 1180220 25.40 2132581 2.92 -1027750 3.13 2285051 11.60 1180220 25.40 2285051 11.60 1566 1566 9050 9050 1061 101417 169261
308511 23998 43197 353 P0Y10D <p id="xdx_806_eus-gaap--LesseeOperatingLeasesTextBlock_zDsE9JrO6sSi" style="font: 10pt Times New Roman, Times, Serif; margin-top:
0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">NOTE 10: LEASE OBLIGATIONS</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt;
margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times,
Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"><span style="font-family: Times New Roman, Times, Serif; font-size:
10pt">Rent is classified by function on the consolidated statements of operations either as general and administrative, sales and marketing, or cost of revenue.</p>
<p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"><span style="font-family:
Times New Roman, Times, Serif; font-size: 10pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0;
text-align: justify; text-indent: 0.25in">The Company determines whether an arrangement is or
contains a lease at inception by evaluating potential lease agreements including services and operating agreements to determine whether an identified asset exists that the
Company controls over the term of the arrangement. Lease commencement is determined to be when the lessor provides access to, and the right to control, the identified
asset.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt;
margin-left: 0; text-align: justify; text-indent: 0.25in">The rental payments for the Company’s
leases are typically structured as either fixed or variable payments. Fixed rent payments include stated minimum rent and stated minimum rent with stated increases. The
Company considers lease payments that cannot be predicted with reasonable certainty upon lease commencement to be variable lease payments, which are recorded as
incurred each period and are excluded from the calculation of lease liabilities.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-
bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font:
10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0"><span style="font-family: Times New Roman, Times, Serif; font-size:
10pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">Management uses judgment in determining lease classification, including determination of the economic
life and the fair market value of the identified asset. The fair market value of the identified asset is generally estimated based on comparable market data provided by third-
party sources.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">
 </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-
bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">In January 2023, the Company
entered into a lease agreement extension for its corporate office and distribution center in Vernon, California that expires on January 31, 2025. The lease has monthly base
rent payments of $<span id="xdx_907_eus-gaap--OperatingLeaseExpense_c20230101__20230131__us-gaap--GeographicDistributionAxis__custom--
CorporateOfficeAndDistributionCenterMember_zcHeSYwT13o2" title="Rent expense">12,000. The Company recognized a right of use asset of $<span
id="xdx_90C_eus-gaap--OperatingLeaseRightOfUseAsset_iI_c20230131__us-gaap--GeographicDistributionAxis__custom--
CorporateOfficeAndDistributionCenterMember_zu9CWgDmeMp4" title="Right of use asset">31,597 and lease liability of $<span id="xdx_90B_eus-gaap--
OperatingLeaseLiability_iI_c20230131__us-gaap--GeographicDistributionAxis__custom--CorporateOfficeAndDistributionCenterMember_zVhjQ3BtKJs" title="Operating lease
liability">170,002 using a discount rate of <span id="xdx_903_eus-gaap--OperatingLeaseWeightedAverageDiscountRatePercent_iI_pid_dp_uPure_c20230131__us-gaap-
-GeographicDistributionAxis__custom--CorporateOfficeAndDistributionCenterMember_zAoyzePFkSi" title="Discount rate">10.0%.</p> <p style="font: 10pt
Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"><span style="font-family: Times New Roman,
Times, Serif; font-size: 10pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-
indent: 0.25in">In September 2023, the Company entered into a lease agreement extension for a
showroom space in Los Angeles, California that commences in March 2023 which expired in September 2024. The lease had a monthly base rent of $<span id="xdx_906_eus-
gaap--OperatingLeaseExpense_c20230901__20230930__us-gaap--GeographicDistributionAxis__custom--ShowroomSpaceMember_zvfSKpUaTKD1" title="Rent
expense">25,000. The Company initially recognized a right of use asset of $<span id="xdx_90E_eus-gaap--OperatingLeaseRightOfUseAsset_iI_c20230930__us-gaap--
GeographicDistributionAxis__custom--ShowroomSpaceMember_zjQQzZYrufi4" title="Right of use asset">658,091 and lease liability of $<span id="xdx_90E_eus-gaap--
OperatingLeaseLiability_iI_c20230930__us-gaap--GeographicDistributionAxis__custom--ShowroomSpaceMember_zJTdWKFYDMz5" title="Operating lease
liability">1,040,812 using a discount rate of <span id="xdx_900_eus-gaap--OperatingLeaseWeightedAverageDiscountRatePercent_iI_pid_dp_uPure_c20230930__us-
gaap--GeographicDistributionAxis__custom--ShowroomSpaceMember_zy7P8TUXCPbc" title="Discount rate">10.0%.</p> <p style="font: 10pt Times New
Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"><span style="font-family: Times New Roman, Times, Serif;
font-size: 10pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent:
0.25in">In April 2024, the Company entered into a lease agreement extension for a retail outlet
space in Allen, Texas that commences in April 2024 and expires in April 2027. The lease has a monthly base rent of $<span id="xdx_90B_eus-gaap--
OperatingLeaseExpense_c20240401__20240430__us-gaap--GeographicDistributionAxis__custom--ShowroomSpaceMember_znkQZv4cvQMg" title="Rent
expense">13,261. The Company recognized a right of use asset of $<span id="xdx_905_eus-gaap--OperatingLeaseRightOfUseAsset_iI_c20240430__us-gaap--
GeographicDistributionAxis__custom--ShowroomSpaceMember_zL4atcvFqS4f" title="Right of use asset">425,634 and lease liability of $<span id="xdx_901_eus-gaap--
OperatingLeaseLiability_iI_c20240430__us-gaap--GeographicDistributionAxis__custom--ShowroomSpaceMember_zI8ctICtwVli" title="Operating lease
liability">425,634, using a discount rate of <span id="xdx_902_eus-gaap--OperatingLeaseWeightedAverageDiscountRatePercent_iI_pid_dp_uPure_c20240430__us-
gaap--GeographicDistributionAxis__custom--ShowroomSpaceMember_zLsGmQi3eqEc" title="Discount rate">10.0%.</p> <p style="font: 10pt Times New
Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in"><span style="font-family: Times New Roman, Times, Serif;
font-size: 10pt"> </p> <p id="xdx_89E_eus-gaap--LeaseCostTableTextBlock_z7beLCqH2zT9" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt;
margin-bottom: 0pt; margin-left: 0; text-align: justify; text-indent: 0.25in">The following is a
summary of operating lease assets and liabilities:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-
align: justify; text-indent: 0.25in"><span style="font-family: Times New Roman, Times, Serif; font-
size: 10pt"> SUMMARY OF OPERATING LEASE ASSETS AND LIABILITIES</p> <table
cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 80%"> <tr style="vertical-align: bottom"> <td> </td><td
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bottom; background-color: rgb(204,238,255)"> <td style="font-style: italic">Assets</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td
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gaap--OperatingLeaseRightOfUseAsset_i01I_zpj2bnPLQsP6" style="vertical-align: bottom"> <td style="width: 60%; text-align: left">ROU operating lease assets</td><td
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These include proceedings, claims, and investigations relating to, among other things, regulatory matters, commercial matters, intellectual property, competition, tax, employment, pricing, discrimination, consumer rights, personal injury, and property rights. These matters also include the following:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0.5in; text-align: justify"> On March 21, 2023, a vendor filed a lawsuit against Digital Brands Group related to trade payables totaling approximately $43,501. Such amounts include interest due, and are included in accounts payable, net of payments made to date, in the accompanying consolidated balance sheets. The Company does not believe it is probable that the losses in excess of such trade payables will be incurred.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0.5in; text-align: justify">On February 7, 2023, a vendor filed a lawsuit against Digital Brands Group related to trade payables totaling approximately $182,400. Such amounts include interest due, and are included in accounts payable, net of payments made to date, in the accompanying consolidated balance sheets. The Company settled for $250,000 in October 2024, which included additional legal costs.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0.5in; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0.5in; text-align: justify">In August 2020 and March 2021, two lawsuits were filed against Bailey’s by third-party’s related to prior services rendered. The claims (including fines, fees, and legal expenses) total an aggregate of $96,900. Both matters were settled in February 2022 and are on payment plans which will be paid off in the second quarter of 2025. </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0.5in; text-align: justify">On December 21, 2020, a Company investor filed a lawsuit against DBG for reimbursement of their investment totaling $100,000. Claimed amounts are included in short-term convertible note payable in the accompanying consolidated balance sheets and the Company does not believe it is probable that losses in excess of such short-term note payable will be incurred. The Company is actively working to resolve this matter.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0.5in; text-align: justify">On November 16, 2023 a vendor filed a lawsuit against Digital Brands Group related to trade payables totaling approximately $345,384, which represents past due fees and late fees. Such amounts are included in the accompanying balance sheets. The Company does not believe it is probable that the losses in excess of such pay trade payables will be incurred.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0.5in; text-align: justify">On November 15, 2023 a vendor filed a lawsuit against Digital Brands Group related to trade payables totaling approximately $582,208, which represents “double damages. The amount due to the vendor is $292,604. Such amounts are included in the accompanying balance sheets. The Company does not believe it is probable that the losses in excess of such pay trade payables will be incurred.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0.5in; text-align: justify">On December 21, 2023, a former employee from over two years ago filed a wrongful termination lawsuit against the Company. The Company is disputing this claim. To this point, this same law firm recently sent a demand letter for another wrongful termination of a temporary worker we used from a third party placement agency. This person was not a Company employee at any time.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0.5in; text-align: justify">A vendor filed a lawsuit against Bailey 44 related to a retail store lease in the amount of $1.5 million. The Company is disputing the claim for damages and the matter is ongoing. The vendor has recently updated the claim to now be $450,968 after signing a long-term lease with another brand for this location. The Company is disputing this new amount after review of the lease.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0.5in; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify; text-indent: 0.25in">All claims above, to the extent management believes it will be liable, have been included in accounts payable and accrued expenses and other liabilities in the accompanying consolidated balance sheet as of September 30, 2024.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify; text-indent: 0.25in">Depending on the nature of the proceeding, claim, or investigation, we may be subject to monetary damage awards, fines, penalties, or injunctive orders. Furthermore, the outcome of these matters could materially adversely affect our business, results of operations, and financial condition. The outcomes of legal proceedings, claims, and government investigations are inherently unpredictable and subject to significant judgment to determine the likelihood and amount of loss related to such matters. While it is not possible to determine the outcomes, we believe based on our current knowledge that the resolution of all such pending matters will not, either individually or in the aggregate, have a material adverse effect on our business, results of operations, cash flows, or financial condition.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify; text-indent: 0.25in">Except as may be set forth above the Company is not a party to any legal proceedings, and the Company is not aware of any claims or actions pending or threatened against us. In the future, the Company might from time to time become involved in litigation relating to claims arising from its ordinary course of business, the resolution of which the Company does not anticipate would have a material adverse impact on our financial position, results of operations or cash flows.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify; text-indent: 0.25in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> 43501 182400 250000 96900 96900 100000 345384 582208 292604 1500000 450968 <p id="xdx_80F_eus-gaap--SubsequentEventsTextBlock_zDKPcQO5zlka" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify">NOTE 12: SUBSEQUENT EVENTS</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt; text-align: justify; text-indent: 0.5in">As previously reported, the Company and various purchasers (the “Investors”) executed a securities purchase agreement (the “SPA”) on or around April 7, 2023, whereby the Investors purchased from the Company promissory notes in the aggregate principal amount of approximately $2,500,000 (the “Original Notes”), and the remaining balances of such Original Notes as of October 1, 2023, were exchanged by the Investors for replacement promissory notes issued on October 1, 2023, in the aggregate principal amount of approximately $1,789,668.37 (the “Exchange Notes”). In addition, as previously reported, the Company entered into settlement agreements with the Investors (each a “Settlement Agreement”) on May 24, 2024, pursuant to which the Company agreed to pay aggregate cash payments equal to $1,789,668.37 to extinguish all obligations and claims under the SPA, Original Notes, and Exchange Notes, as follows: (i) $500,000.00 on or before May 28, 2024 and (ii) $1,289,668.37 on or before September 30, 2024 (the “Final Payment”). On October 3, 2024, the Company entered into amendments to each Settlement Agreement with the Investors (each an “Amendment”), whereby the Final Payment due date was extended to October 31, 2024. On November 1, 2024, the Company entered into a second amendment to each Settlement Agreement with the Investors (each an “Amendment”), whereby the Final Payment due date was extended to November 4, 2024. On November 4, 2024, the Company paid the Final Payment to extinguish all obligations and claims under the SPA, Original Notes, and Exchange Notes.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt; text-align: justify; text-indent: 0.5in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt; text-align: justify; text-indent: 0.5in">Between October 3, 2024 and October 15, 2024, the Company issued 1,311,345 shares of the Company’s common stock (the “Shares”) to a certain note holder upon conversion of a portion of their promissory note originally issued by the Company on or around October 1, 2023 (the “Note”). On October 16, 2024, the Company became aware that the issuance of the Shares was in error and not permitted under the terms of the Note due to the requirement thereunder that stockholder approval be obtained prior to the issuance of more than 19.9% of the Company’s pre-transaction shares outstanding upon conversion(s) of the Note, as referenced and specifically required under Nasdaq Listing Rule 5635(d). The Company then notified the note holder that the Shares must be returned to the Company’s transfer agent for cancellation. Accordingly, the note holder is in the process of returning the Shares to the Company’s transfer agent for cancellation. Upon cancellation of the Shares, the Company’s issued and outstanding common stock count will decrease by 1,311,345 shares. The Company is in communications with The Nasdaq Stock Market LLC regarding the aforementioned erroneous issuance of the Shares and subsequent remediation actions.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt; text-align: justify; text-indent: 0.5in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt; text-align: justify; text-indent: 0.5in">On November 5, 2024, the Holder facilitated the cancellation of 1,311,345 shares of the Company’s common stock in accordance with the Company’s remediation plan.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt; text-align: justify; text-indent: 0.5in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt; text-align: justify; text-indent: 0.5in"><i>Completion of offering Common Stock and Pre-Funded Warrants</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt; text-align: justify; text-indent: 0.5in"> </p> <p style="font: 10pt

~~Times New Roman, Times, Serif; margin: 0pt; text-align: justify; text-indent: 0.5in">On October 28, 2024, the Company entered into securities purchase agreements (the “Purchase Agreements”) with certain accredited investors named therein (the “Purchasers”), pursuant to which the Company agreed to issue and sell, in a best efforts offering (the “Offering”): (i) 6,233,650 shares of common stock (the “Common Stock”), at a purchase price of $0.10 per share of Common Stock, and (ii) 24,109,350 pre-funded warrants (“Pre-Funded Warrants”) to purchase Common Stock, at a purchase price of $0.0999 per Pre-Funded Warrant, immediately exercisable at an exercise price of $0.0001 per share. The Purchase Agreement contains customary representations and warranties and agreements of the Company and the Purchasers and customary indemnification rights and obligations of the parties. The Offering closed on October 30, 2024.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt; text-align: justify; text-indent: 0.5in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt; text-align: justify; text-indent: 0.5in">The Company offered Pre-Funded Warrants to those Purchasers whose purchase of Common Stock in the Offering would have resulted in the Purchaser, together with its affiliates and certain related parties, beneficially owning more than 4.99% (or at the election of the Purchaser, 9.99%) of our Common Stock immediately following the consummation of the Offering in lieu of the Common Stock that would otherwise result in ownership in excess of 4.99% (or at the election of the purchaser, 9.99%) of the outstanding Common Stock of the Company. The Pre-Funded Warrants may be exercised commencing on the issuance date and do not expire. The Pre-Funded Warrants are exercisable for cash; provided, however that they may be exercised on a cashless exercise basis if, at the time of exercise, there is no effective registration statement registering, or no current prospectus available for, the issuance or resale of the Common Stock issuable upon exercise of the Pre-Funded Warrants.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt; text-align: justify; text-indent: 0.5in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt; text-align: justify; text-indent: 0.5in">The Common Stock, the Pre-Funded Warrants, and the Common Stock issuable upon exercise of the Pre-Funded Warrants were offered pursuant to a registration statement on Form S-1 as filed with the SEC on October 24, 2024, as amended, and was declared effective on October 28, 2024 (the “Registration Statement”).</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt; text-align: justify; text-indent: 0.5in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt; text-align: justify; text-indent: 0.5in">RBW Capital Partners LLC, acting through Dominari Securities LLC (the “Placement Agent”), acted as the exclusive placement agent for the Offering pursuant to a Placement Agency Agreement dated October 28, 2024 (the “Placement Agency Agreement”) by and between the Company and the Placement Agent.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt; text-align: justify; text-indent: 0.5in"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt; text-align: justify; text-indent: 0.5in">The Offering resulted in gross proceeds to the Company of approximately $3,000,000, before deducting placement agent fees and commissions and other offering expenses, and excluding proceeds to the Company, if any, that may result from the future exercise of the Pre-Funded Warrants issued in the Offering. As compensation to the Placement Agent, as the exclusive placement agent in connection with the Offering, the Company paid to the Placement Agent a cash fee of 8.0% of the aggregate gross proceeds raised in the Offering, a non-accountable expense allowance of 1.0% of the aggregate gross proceeds raised in the Offering, reimbursement of up to $50,000 for expenses of legal counsel and other actual out-of-pocket expenses, and up to $15,950 for clearing agent closing costs.</p> 2500000 1789668.37 1789668.37 500000.00 1289668.37 1311345 0.199 1311345 1311345 6233650 0.10 24109350 0.0999 0.0001 The Company offered Pre-Funded Warrants to those Purchasers whose purchase of Common Stock in the Offering would have resulted in the Purchaser, together with its affiliates and certain related parties, beneficially owning more than 4.99% (or at the election of the Purchaser, 9.99%) of our Common Stock immediately following the consummation of the Offering in lieu of the Common Stock that would otherwise result in ownership in excess of 4.99% (or at the election of the purchaser, 9.99%) of the outstanding Common Stock of the Company. 3000000 0.080 0.010 50000 15950 false false false false XML 72 R1.htm IDEA: XBRL DOCUMENT~~ '

Cover - $ / shares	9 Months Ended Sep. 30, 2024	Nov. 14, 2024
Document Type	10-Q	
Amendment Flag	false	
Document Quarterly Report	true	
Document Transition Report	false	
Document Period End Date	Sep. 30, 2024	
Document Fiscal Period Focus	Q3	
Document Fiscal Year Focus	2024	
Current Fiscal Year End Date	--12-31	
Entity File Number	001-40400	
Entity Registrant Name	DIGITAL BRANDS GROUP, INC.	
Entity Central Index Key	0001668010	
Entity Tax Identification Number	46-1942864	
Entity Incorporation, State or Country Code	DE	
Entity Address, Address Line One	1400 Lavaca Street	
Entity Address, City or Town	Austin	
Entity Address, State or Province	TX	
Entity Address, Postal Zip Code	78701	
City Area Code	(209)	
Local Phone Number	651-0172	
Entity Current Reporting Status	Yes	
Entity Interactive Data Current	Yes	
Entity Filer Category	Non-accelerated Filer	
Entity Small Business	true	
Entity Emerging Growth Company	true	
Elected Not To Use the Extended Transition Period	false	
Entity Shell Company	false	
Entity Common Stock, Shares Outstanding		38,613,438
Entity Listing, Par Value Per Share	$ 0.0001	
Common Stock, par value $0.0001 per share		
Title of 12(b) Security	Common Stock, par value $0.0001 per share	
Trading Symbol	DBGI	
Security Exchange Name	NASDAQ	
Warrants, each exercisable to purchase one share of common stock		
Title of 12(b) Security	Warrants, each exercisable to purchase one share of common stock	
Trading Symbol	DBGIW	
Security Exchange Name	NASDAQ	

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Condensed Consolidated Balance Sheets - USD ($)	Sep. 30, 2024	Dec. 31, 2023
Current assets:		
Cash and cash equivalents	$ 289,346	$ 20,773
Accounts receivable, net	276,334	74,833
Due from factor, net	438,269	337,811
Inventory	5,040,518	4,849,600
Prepaid expenses and other current assets	353,307	276,670
Total current assets	6,397,774	5,559,687
Property, equipment and software, net	79,310	55,509
Goodwill	8,973,501	8,973,501
Intangible assets, net	7,324,579	9,982,217
Deposits	152,711	75,431
Right of use asset	365,246	689,688
Total assets	23,293,121	25,336,033

Current liabilities:		
Accounts payable	6,251,884	7,538,902
Accrued expenses and other liabilities	5,236,437	4,758,492
Due to related parties	426,921	400,012
Convertible note payable, net	100,000	100,000
Accrued interest payable	2,053,102	1,996,753
Loan payable, current	2,743,508	2,325,842
Promissory note payable, net	4,730,740	4,884,592
Right of use liability, current portion	899,726	1,210,814
Total current liabilities	22,442,318	23,215,407
Loan payable	150,000	150,000
Right of use liability, non current portion	313,723	
Deferred tax liability	368,034	368,034
Total liabilities	23,274,075	23,733,441
Stockholders' equity:		
Common stock, $0.0001 par, 1,000,000,000 shares authorized, 3,769,859 and 1,114,359 shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectively	373	110
Additional paid-in capital	121,748,573	115,596,929
Accumulated deficit	(121,729,902)	(113,994,449)
Total stockholders' equity	19,046	1,602,592
Total liabilities and stockholders' equity	23,293,121	25,336,033
Undesignated Preferred Stock [Member]		
Stockholders' equity:		
Preferred stock, value		
Series A Convertible Preferred Stock [Member]		
Stockholders' equity:		
Preferred stock, value	1	1
Series C Convertible Preferred Stock [Member]		
Stockholders' equity:		
Preferred stock, value	1	1
Related Party [Member]		
Current liabilities:		
Due to related parties	$ 426,921	$ 400,012

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Condensed Consolidated Balance Sheets (Parenthetical) - $ / shares	Sep. 30, 2024	Dec. 31, 2023
Common stock, par value	$ 0.0001	$ 0.0001
Common stock, share authorized	1,000,000,000	1,000,000,000
Common stock, share issued	3,769,859	1,114,359
Common stock, shares outstanding	3,769,859	1,114,359
Undesignated Preferred Stock [Member]		
Preferred stock, par value	$ 0.0001	$ 0.0001
Preferred stock, shares authorized	10,000,000	10,000,000
Preferred stock, shares issued	0	0
Preferred stock, shares outstanding	0	0
Series A Convertible Preferred Stock [Member]		
Preferred stock, par value	$ 0.0001	$ 0.0001
Preferred stock, shares authorized	6,300	6,300
Preferred stock, shares issued	6,300	6,300
Preferred stock, shares outstanding	6,300	6,300
Series C Convertible Preferred Stock [Member]		
Preferred stock, par value	$ 0.0001	$ 0.0001
Preferred stock, shares issued	1,643	4,786
Preferred stock, shares outstanding	1,643	4,786

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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
Income Statement [Abstract]				
Net revenues	$ 2,440,801	$ 3,257,332	$ 9,413,457	$ 12,127,135
Cost of net revenues	1,319,214	1,554,044	5,012,457	6,094,532
Gross profit	1,121,587	1,703,288	4,401,000	6,032,603
Operating expenses:				
General and administrative	2,429,040	3,735,527	6,347,460	12,115,590
Sales and marketing	655,833	1,151,377	1,979,173	3,188,054
Distribution	180,879	238,546	745,412	750,945
Impairment of intangible assets	600,000		600,000	
Change in fair value of contingent consideration				(10,698,475)
Total operating expenses	3,865,752	5,125,450	9,672,045	5,356,114
Income (loss) from operations	(2,744,165)	(3,422,162)	(5,271,045)	676,489
Other income (expense):				
Interest expense	(742,557)	(1,956,080)	(2,487,172)	(4,907,567)
Other non-operating income (expenses)	(54,515)	(57,752)	22,765	(734,501)
Total other income (expense), net	(797,072)	(2,013,832)	(2,464,407)	(5,642,068)
Income tax provision				
Net loss from continuing operations	(3,541,237)	(5,435,994)	(7,735,452)	(4,965,579)
(Loss) from discontinued operations, net of tax				(1,562,503)
Net loss	$ (3,541,237)	$ (5,435,994)	$ (7,735,452)	$ (6,528,082)
Weighted average common shares outstanding - basic	2,171,823	373,498	2,061,252	283,678
Weighted average common shares outstanding - diluted	2,171,823	373,498	2,061,252	283,678
Net loss per common share - basic	$ (1.63)	$ (14.55)	$ (3.75)	$ (17.50)
Net loss per common share - diluted	$ (1.63)	$ (14.55)	$ (3.75)	$ (17.50)

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Condensed Consolidated Statements of Stockholders' Equity (Deficit) (Unaudited) - USD ($)	Series A Convertible Preferred Stock [Member] Preferred Stock [Member]	Series C Convertible Preferred Stock [Member] Preferred Stock [Member]	Common Stock [Member]	Additional Paid-in Capital [Member]	AOCI Attributable to Parent [Member]	Total
Balance at Dec. 31, 2022	$ 1		$ 18	$ 96,293,694	$ (103,747,316)	$ (7,453,174)
Balance, shares at Dec. 31, 2022	6,300		178,758			
Issuance of common stock pursuant to private placement			$ 5	4,999,875		5,000,003
Issuance of common stock pursuant to private			51,086			

placement, shares						
Offering costs				(536,927)		(536,927)
Shares issued for services				499,326		499,338
Shares issued for services, shares			4,756			
Shares and warrants issued with notes				658,483		658,483
Shares and warrants issued with notes, shares			4,400			
Stock-based compensation				105,594		105,594
Net loss					(6,136,349)	(6,136,349)
Balance at Mar. 31, 2023	$ 1		$ 23	102,020,045	(109,883,665)	(7,863,021)
Balance, shares at Mar. 31, 2023	6,300		239,000			
Balance at Dec. 31, 2022	$ 1		$ 18	96,293,694	(103,747,316)	(7,453,174)
Balance, shares at Dec. 31, 2022	6,300		178,758			
Net loss						(6,528,082)
Balance at Sep. 30, 2023	$ 1	$ 1	$ 57	115,496,109	(110,275,398)	5,221,344
Balance, shares at Sep. 30, 2023	6,300	5,761	578,091			
Balance at Mar. 31, 2023	$ 1		$ 23	102,020,045	(109,883,665)	(7,863,021)
Balance, shares at Mar. 31, 2023	6,300		239,000			
Stock-based compensation				101,500		101,500
Net loss					5,044,261	5,044,261
Cancellation of notes and issuance of preferred stock		$ 1		5,759,177		5,759,177
Cancellation of notes and issuance of preferred stock, shares		5,761				
Issuance of Series B preferred stock				25,000		25,000
Issuance of common stock pursuant to disposition			$ 8	1,357,035		1,357,043
Issuance of common stock pursuant to disposition, shares			78,103			
Balance at Jun. 30, 2023	$ 1	$ 1	$ 31	109,262,757	(104,839,404)	4,423,960
Balance, shares at Jun. 30, 2023	6,300	5,761	317,103			
Shares issued for services			$ 11	1,157,079		1,157,090
Shares issued for services, shares			105,174			
Stock-based compensation				101,417		101,417
Net loss					(5,435,994)	(5,435,994)
Cancellation of Series B preferred stock				(25,000)		(25,000)
Issuance of common stock pursuant to private placement, net of offering cost			$ 3	3,832,302		3,832,305
Issuance of common stock pursuant to private placement, net of offering costs (in shares)			32,000			
Exercise of Warrants			$ 12	1,167,554		1,167,566
Exercise of warrants (in shares)			123,814			
Balance at Sep. 30, 2023	$ 1	$ 1	$ 57	115,496,109	(110,275,398)	5,221,344
Balance, shares at Sep. 30, 2023	6,300	5,761	578,091			
Balance at Dec. 31, 2023	$ 1	$ 1	$ 110	115,596,929	(113,994,449)	1,602,592
Balance, shares at Dec. 31, 2023	6,300	4,786	1,114,359			
Shares issued for services			$ 7	224,258		224,265
Shares issued for services, shares			68,583			
Stock-based compensation				100,299		100,299
Net loss					(683,735)	(683,735)
Common shares issued for cash			$ 44	1,736,162		1,736,206
Common shares issued for cash, shares			444,909			
Conversion of preferred shares into common stock			$ 9	(9)		
Conversion of preferred shares into common stock, shares		(1,547)	86,306			
Balance at Mar. 31, 2024	$ 1	$ 1	$ 169	117,657,641	(114,678,185)	2,979,627
Balance, shares at Mar. 31, 2024	6,300	3,239	1,714,157			
Balance at Dec. 31, 2023	$ 1	$ 1	$ 110	115,596,929	(113,994,449)	1,602,592
Balance, shares at Dec. 31, 2023	6,300	4,786	1,114,359			
Shares issued for services			$ 312,634			
Shares issued for services, shares			129,110			
Net loss						(7,735,452)
Balance at Sep. 30, 2024	$ 1	$ 1	$ 373	121,748,573	(121,729,902)	19,046
Balance, shares at Sep. 30, 2024	6,300	1,344	3,769,859			
Balance at Mar. 31, 2024	$ 1	$ 1	$ 169	117,657,641	(114,678,185)	2,979,627
Balance, shares at Mar. 31, 2024	6,300	3,239	1,714,157			
Stock-based compensation				67,901		67,901
Net loss					(3,510,481)	(3,510,481)
Common shares issued for cash			$ 37	2,877,437		2,877,475
Common shares issued for cash, shares			378,750			
Conversion of preferred shares into common stock			$ 8	(8)		
Conversion of preferred shares into common stock, shares		(1,495)	83,405			
Conversion of loan into common stock			$ 11	313,806		313,816
Conversion of loan into common stock, shares			106,020			
Balance at Jun. 30, 2024	$ 1	$ 1	$ 226	120,916,777	(118,188,666)	2,728,340
Balance, shares at Jun. 30, 2024	6,300	1,744	2,282,332			
Shares issued for services			$ 6	88,363		88,369
Shares issued for services, shares			60,527			
Stock-based compensation				1,061		1,061
Net loss					(3,541,237)	(3,541,237)
Common shares issued for cash			$ 139	742,374		742,513
Common shares issued for cash, shares			1,404,684			
Conversion of preferred shares into common stock			$ 2	(2)		
Conversion of preferred shares into common stock, shares		(400)	22,316			
Balance at Sep. 30, 2024	$ 1	$ 1	$ 373	$ 121,748,573	$ (121,729,902)	$ 19,046
Balance, shares at Sep. 30, 2024	6,300	1,344	3,769,859			

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Condensed Consolidated Statements of Cash Flows (Unaudited) - USD ($)	9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023
Cash flows from operating activities:		
Net loss	$ (7,735,452)	$ (6,528,082)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	2,057,638	2,485,166
Amortization of loan discount and fees	2,220,549	1,956,355
Impairment of intangible assets	600,000	
Loss on extinguishment of debt		689,100
Loss on disposition of business		1,523,940

Stock-based compensation	169,262	308,511
Shares issued for services	312,634	1,656,417
Change in credit reserve	(151,611)	354,282
Change in fair value of contingent consideration		(10,698,475)
Discontinued operation		7,666
Non-cash lease expense	817,077	
Changes in operating assets and liabilities:		
Accounts receivable, net	(201,501)	153,479
Due from factor	51,153	72,220
Inventory	(190,918)	514,955
Prepaid expenses and other current assets	(76,637)	(366,615)
Accounts payable	(1,287,018)	182,242
Accrued expenses and other liabilities	477,945	1,088,763
Deferred revenue		(183,782)
Accrued interest payable	106,701	326,219
Due to related parties	26,909	
Lease liabilities	(490,000)	
Net cash used in operating activities	(3,293,269)	(6,457,639)
Cash flows from investing activities:		
Cash disposed		(18,192)
Purchase of property, equipment and software	(23,801)	(27,855)
Deposits	(77,280)	87,378
Net cash provided by (used in) investing activities	(101,081)	41,331
Cash flows from financing activities:		
Repayments from related party advances		(218,967)
Advances from factor		154,073
Issuance of loans and note payable	790,977	5,799,989
Repayments of convertible notes and loan payable	(2,484,248)	(8,840,092)
Insurance for common stock for cash	5,356,194	
Exercise of warrants		1,167,566
Issuance of common stock in public offering		10,000,003
Offering costs		(1,854,622)
Net cash provided by financing activities	3,662,923	6,207,950
Net change in cash and cash equivalents	268,573	(208,357)
Cash and cash equivalents at beginning of period	20,773	1,275,616
Cash and cash equivalents at end of period	289,346	1,067,259
Supplemental disclosure of cash flow information:		
Cash paid for income taxes		
Cash paid for interest	1,684,248	1,176,305
Supplemental disclosure of non-cash investing and financing activities:		
Right of use asset	425,634	467,738
Shares issued for services and conversion of accounts payable	313,816	
Conversion of preferred shares into common stock	19	
Conversion of notes into preferred stock		$ 5,759,177

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Pay vs Performance Disclosure - USD ($)	3 Months Ended						9 Months Ended	
	Sep. 30, 2024	Jun. 30, 2024	Mar. 31, 2024	Sep. 30, 2023	Jun. 30, 2023	Mar. 31, 2023	Sep. 30, 2024	Sep. 30, 2023
Pay vs Performance Disclosure [Table]								
Net Income (Loss)	$ (3,541,237)	$ (3,510,481)	$ (683,735)	$ (5,435,994)	$ 5,044,261	$ (6,136,349)	$ (7,735,452)	$ (6,528,082)

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Insider Trading Arrangements	3 Months Ended Sep. 30, 2024
Trading Arrangements, by Individual [Table]	
Rule 10b5-1 Arrangement Adopted	false
Non-Rule 10b5-1 Arrangement Adopted	false
Rule 10b5-1 Arrangement Terminated	false
Non-Rule 10b5-1 Arrangement Terminated	false

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NATURE OF OPERATIONS	9 Months Ended Sep. 30, 2024
Organization, Consolidation and Presentation of Financial Statements [Abstract]	
NATURE OF OPERATIONS	**NOTE 1: NATURE OF OPERATIONS**

Digital Brands Group, Inc. (the “Company” or “DBG”), was organized on September 17, 2012 under the laws of Delaware as a limited liability company under the name Denim.LA LLC. The Company converted to a Delaware corporation on January 30, 2013 and changed its name to Denim.LA, Inc. Effective December 31, 2020, the Company changed its name to Digital Brands Group, Inc. (DBG).

The Company is a curated collection of lifestyle brands, including Bailey 44, DSTLD, Stateside and ACE Studios, that offers a variety of apparel products through direct-to-consumer and wholesale distribution.

On February 12, 2020, Denim.LA, Inc. entered into an Agreement and Plan of Merger with Bailey 44, LLC (“Bailey”), a Delaware limited liability company. On the acquisition date, Bailey 44, LLC became a wholly owned subsidiary of the Company.

On May 18, 2021, the Company closed its acquisition of Harper & Jones, LLC (“H&J”) pursuant to its Membership Interest Stock Purchase Agreement with D. Jones Tailored Collection, Ltd. to purchase 100% of the issued and outstanding equity of Harper & Jones, LLC. On the acquisition date, H&J became a wholly owned subsidiary of the Company.

On August 30, 2021, the Company closed its acquisition of Mosbest, LLC dba Stateside (“Stateside”) pursuant to its Membership Interest Purchase Agreement with Moise Emquies to purchase 100% of the issued and outstanding equity of Stateside. On the acquisition date, Stateside became a wholly owned subsidiary of the Company.

On December 30, 2022, the Company closed its previously announced acquisition of Sunnyside, LLC dba Sundry (“Sundry”) pursuant to its Second Amended and Restated Membership Interest Purchase Agreement with Moise Emquies to purchase 100% of the issued and outstanding equity of Sundry. On the acquisition date, Sundry became a wholly owned subsidiary of the Company.

On June 21, 2023, the Company and the former owners of H&J executed a Settlement Agreement and Release (the “Settlement Agreement”) whereby contemporaneously with the parties’ execution of the Settlement Agreement (i) the Company agreed to make an aggregate cash payment of $229,000 to D. Jones Tailored Collection, Ltd. (“D. Jones”), (ii) the Company issued 1,952,580 shares of common stock to D. Jones, and (iii) the Company assigned and transferred one hundred percent (100%) of the Company’s membership interest in H&J to D. Jones. The H&J Settlement was accounted for a business disposition.

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GOING CONCERN	9 Months Ended Sep. 30, 2024
Organization, Consolidation and Presentation of Financial Statements [Abstract]	
GOING CONCERN	**NOTE 2: GOING CONCERN**

The accompanying condensed consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has not generated profits since inception, has sustained net losses of $7,735,453 and $6,528,082 for the nine months ended September 30, 2024 and 2023, respectively, and has incurred negative cash flows from operations for the nine months ended September 30, 2024 and 2023. The Company has historically lacked liquidity to satisfy obligations as they come due and as of September 30, 2024, and the Company had a working capital deficit of $16,044,544. These factors, among others, arise substantial doubt about the Company’s ability to continue as a going concern. The Company expects to continue to generate operating losses for the foreseeable future. The accompanying consolidated financial statements do not include any adjustments as a result of this uncertainty.

The Company’s ability to continue as a going concern for the next 12 months from the date the financial statements were available to be issued is dependent upon its ability to generate sufficient cash flows from operations to meet its obligations, which it has not been able to accomplish to date, and/or to obtain additional capital financing. Through the date the financial statements were available to be issued, the Company has been primarily financed through the issuance of capital stock and debt. In the event that the Company cannot generate sufficient revenue to sustain its operations, the Company will need to reduce expenses or obtain financing through the sale of debt and/or equity securities. The issuance of additional equity would result in dilution to existing shareholders. If the Company is unable to obtain additional funds when they are needed or if such funds cannot be obtained on terms acceptable to the Company, the Company would be unable to execute upon the business plan or pay costs and expenses as they are incurred, which would have a material, adverse effect on the business, financial condition and results of operations. No assurance can be given that the Company will be successful in these efforts.

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SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES	9 Months Ended Sep. 30, 2024
Accounting Policies [Abstract]	
SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES	

NOTE 3: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accounting and reporting policies of the Company conform to accounting principles generally accepted in the United States of America ("GAAP").

Reverse Stock Split

On August 21, 2023, the Board of Directors approved a one-for-25 reverse stock split of its issued and outstanding shares of common stock and a proportional adjustment to the existing conversion ratios for each series of the Company's preferred stock. The reverse stock split became effective as of August 22, 2023. Accordingly, all share and per share amounts for all periods presented in the accompanying consolidated financial statements and notes thereto have been adjusted retroactively, where applicable, to reflect this reverse stock split and adjustment of the preferred stock conversion ratios.

Unaudited Interim Financial Information

The accompanying unaudited condensed consolidated balance sheet as of September 30, 2024, the unaudited condensed consolidated statements of operations for the three and nine months ended September 30, 2024, and 2023 and of cash flows for the nine months ended September 30, 2024 and 2023 have been prepared by the Company, pursuant to the rules and regulations of the SEC for the interim financial statements. Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to rules and regulations. However, the Company believes that the disclosures are adequate to make the information presented not misleading. The unaudited interim consolidated financial statements have been prepared on a basis consistent with the audited consolidated financial statements and in the opinion of management, reflect all adjustments, consisting of only normal recurring adjustments, necessary for the fair presentation of the consolidated results for the interim periods presented and of the consolidated financial condition as of the date of the interim consolidated balance sheet. The results of operations are not necessarily indicative of the results expected for the year ended December 31, 2024.

The accompanying unaudited interim condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and the notes thereto for the year ended December 31, 2023 included in the Company's Annual Form 10-K filed with SEC on April 15, 2024.

Principles of Consolidation

These condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries Bailey, and Stateside from the dates of acquisition. All inter-company transactions and balances have been eliminated on consolidation.

Discontinued Operations

Certain prior year accounts have been reclassified to conform with current year presentation regarding income (loss) from discontinued operations.

Use of Estimates

The preparation of the Company's financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Significant estimates and assumptions reflected in these financial statements include, but are not limited to, inventory, impairment of long-lived assets, contingent consideration and derivative liabilities. The Company bases its estimates on historical experience, known trends and other market-specific or other relevant factors that it believes to be reasonable under the circumstances. On an ongoing basis, management evaluates its estimates when there are changes in circumstances, facts and experience. Changes in estimates are recorded in the period in which they become known. Actual results could differ from those estimates.

Cash and Equivalents and Concentration of Credit Risk

The Company considers all highly liquid securities with an original maturity of less than six months to be cash equivalents. As of September 30,2024, and December 31, 2023, the Company did not hold any cash equivalents. The Company's cash and cash equivalents in bank deposit accounts, at times, may exceed federally insured limits of $250,000.

Fair Value of Financial Instruments

The Company's financial instruments consist of cash and cash equivalents, prepaid expenses, accounts payable, accrued expenses, due to related parties, related party note payable, and convertible debt. The carrying value of these assets and liabilities is representative of their fair market value, due to the short maturity of these instruments.

Accounts Receivable and Expected Credit Loss

We carry our accounts receivable at invoiced amounts less allowances for customer credit losses and other deductions to present the net amount expected to be collected on the financial asset. All receivables are expected to be collected within one year of the consolidated balance sheet. We do not accrue interest on the trade receivables. Management evaluates the ability to collect accounts receivable based on a combination of factors. Receivables are determined to be past due based on individual credit terms. An allowance for credit losses is maintained based on the length of time receivables are past due, historical collections, or the status of a customer's financial position. Receivables are written off in the year deemed uncollectible after efforts to collect the receivables have proven unsuccessful. We do not have any off-balance sheet credit exposure related to our customers.

We periodically review accounts receivable, estimate an allowance for bad debts, and simultaneously record the appropriate expense in the statement of operations. Such estimates are based on general economic conditions, the financial conditions of customers, and the amount and age of past due accounts. Past due accounts are written off against that allowance only after all collection attempts have been exhausted and the prospects for recovery are remote. Recoveries of accounts receivable previously written off are recorded as income when received. The Company provides credit to its customers in the normal course of business and has established credit evaluation and monitoring processes to mitigate credit risk.

As of September 30, 2024, and December 31, 2023, the Company determined an allowance for credit losses of $51,552 and $41,854, respectively.

Inventory

Inventory is stated at the lower of cost or net realizable value and accounted for using the weighted average cost method for DSTLD and first-in, first-out method for Bailey, Stateside and Sundry. The inventory balances as of September 30, 2024 and December 31, 2023 consist substantially of finished good products purchased or produced for resale, as well as any raw materials the Company purchased to modify the products and work in progress.

Inventory consisted of the following:

	September 30, 2024	December 31, 2023
Raw materials	$ 722,963	$ 695,580
Work in process	608,432	585,387
Finished goods	3,709,123	3,568,633
Inventory	$ 5,040,518	$ 4,849,600

Goodwill

Goodwill and identifiable intangible assets that have indefinite useful lives are not amortized, but instead are tested annually for impairment and upon the occurrence of certain events or substantive changes in circumstances. The annual goodwill impairment test allows for the option to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. An entity may choose to perform the qualitative assessment on none, some or all of its reporting units or an entity may bypass the qualitative assessment for any reporting unit and proceed directly to step one of the quantitative impairment test. If it is determined, on the basis of qualitative factors, that the fair value of a reporting unit is, more likely than not, less than its carrying value, the quantitative impairment test is required.

Annual Impairment

At December 31, 2023, management determined that certain events and circumstances occurred that indicated that the carrying value of the Company's brand name assets, and the carrying amount of the reporting units, pertaining to Bailey44, Stateside and Sundry may not be recoverable. The qualitative assessment was primarily due to reduced or stagnant revenues of both entities as compared to the Company's initial projections at the time of each respective acquisition, as well as the entities' liabilities in excess of assets. Upon the quantitative analysis performed, the Company determined that the fair value of the intangible assets and reporting units were greater than the respective carrying values. As such, no impairment was recorded. The Company utilized the enterprise value approach in the impairment tests of each reporting unit in 2023.

At September 30, 2024, management determined that indicators of impairment existed with regards to the Bailey44 reporting unit. The qualitative assessment was primarily due to reduced revenues of Bailey44 as compared to the Company's projections, as well as the entity' liabilities in excess of assets. As such, the Company recorded an impairment to intangible assets of $600,000.

Net Loss per Share

Net earnings or loss per share is computed by dividing net income or loss by the weighted-average number of common shares outstanding during the period, excluding shares subject to redemption or forfeiture. The Company presents basic and diluted net earnings or loss per share. Diluted net earnings or loss per share reflect the actual weighted average of common shares issued and outstanding during the period, adjusted for potentially dilutive securities outstanding. Potentially dilutive securities are excluded from the computation of the diluted net loss per share if their inclusion would be anti-dilutive. As all potentially dilutive securities are anti-dilutive as of September 30, 2024 and 2023, diluted net loss per share is the same as basic net loss per share for each year. Potentially dilutive items outstanding as of September 30, 2024 and 2023 are as follows:

	September 30,	
	2024	2023
Series A convertible preferred stock	27,097	27,097
Series C convertible preferred stock	74,949	321,394
Common stock warrants	2,285,051	237,746
Stock options	1,566	1,558
Total potentially dilutive shares	2,388,663	587,795

The stock options and warrants above are out-of-the-money as of September 30, 2024 and 2023.

Recent Accounting Pronouncements

In January 2024, the Company adopted *ASU 2020-06, Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging— Contracts in Entity's Own Equity (Subtopic 815-40):* Accounting for Convertible Instruments and Contracts in an Entity's Own Equity: This ASU addresses the complexity of certain guidance for convertible instruments and contracts in an entity's own equity. The ASU is effective for public business entities that meet the definition of an SEC filer, excluding entities eligible to be smaller reporting companies as defined by the SEC, for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. For all other entities, the ASU will be effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. The ASU did not have a material impact on the consolidated financial statements.

Management does not believe that any other recently issued, but not yet effective, accounting standards could have a material effect on the accompanying financial statements. As new accounting pronouncements are issued, the Company will adopt those that are applicable under the circumstances.

The following accounting pronouncements have been issued as of May 20, 2024 but are not yet effective and may affect the future financial reporting by the Company:

- *ASU 2022-03, Fair Value Measurement (Topic 820): Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions:* The ASU is intended to clarify the guidance when measuring the fair value of an equity security subject to contractual restrictions that prohibit the sale of the security. For public business entities, the amendments in ASU 2022- 03 are effective for fiscal years beginning after December 15, 2023, and interim periods within those fiscal years. For all other entities, the ASU is effective for fiscal years beginning after December 15, 2024, and interim periods within those fiscal years.

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DUE FROM FACTOR	9 Months Ended Sep. 30, 2024
Due From Factor	
DUE FROM FACTOR	**NOTE 4: DUE FROM FACTOR**

Due to/from factor consist of the following:

	September 30, 2024	December 31, 2023
Outstanding receivables:		
Without recourse	$ 916,045	$ 808,233
With recourse	18,994	99,055
Matured funds and deposits	55,043	65,321
Advances	(551,813)	(483,187)
Credits due customers	—	(151,611)
	$ 438,269	$ 337,811

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GOODWILL AND INTANGIBLE ASSETS	9 Months Ended Sep. 30, 2024
Goodwill and Intangible Assets Disclosure [Abstract]	
GOODWILL AND INTANGIBLE ASSETS	**NOTE 5: GOODWILL AND INTANGIBLE ASSETS**

The following is a summary of goodwill attributable to each business combination:

	September 30, 2024	December 31 2023
Bailey	$ 3,158,123	$ 3,158,123
Stateside	2,104,056	2,104,056
Sundry	3,711,322	3,711,322
	$ 8,973,501	$ 8,973,501

The following table summarizes information relating to the Company's identifiable intangible assets as of September 30, 2024:

	Gross Amount	Accumulated Amortization	Carrying Value
Amortized:			
Customer relationships	$ 8,634,560	$ (6,551,861)	$ 2,082,699
	$ 8,634,560	$ (6,551,861)	$ 2,082,699
Indefinite-lived:			
Brand name	5,241,880	—	5,241,880
	$ 13,876,440	$ (6,551,861)	$ 7,324,579

At September 30, 2024, management determined that indicators of impairment existed with regards to the Bailey44 reporting unit. The qualitative assessment was primarily due to reduced revenues of Bailey44 as compared to the Company's projections, as well as the entity' liabilities in excess of assets. As such, the Company recorded an impairment to the brand name intangible asset of $600,000.

The Company recorded amortization expense of $618,543 and $719,547 during the three months ended September 30,2024 and 2023, and $2,057,637 and $2,478,824 during the nine months ended September 30, 2024 and 2023, respectively, which is included in general and administrative expenses in the consolidated statements of operations.

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LIABILITIES AND DEBT	9 Months Ended Sep. 30, 2024
Liabilities And Debt	
LIABILITIES AND DEBT	**NOTE 6: LIABILITIES AND DEBT**

Accrued Expenses and Other Liabilities

The Company accrued expenses and other liabilities line in the consolidated balance sheets is comprised of the following as of September 30, 2024, and December 31, 2023:

	September 30, 2024	December 31, 2023
Accrued expenses	$ 733,865	$ 617,374
Payroll related liabilities	4,224,259	3,895,640
Sales tax liability	178,960	145,545
Other liabilities	99,353	99,933
	$ 5,236,437	$ 4,758,492

Convertible Debt

As of September 30, 2024 and December 31, 2023 there was $100,000 remaining in outstanding principal that was not converted into equity.

Target Capital Convertible Promissory Note

On April 30, 2024, the Company issued a convertible promissory note in the original principal amount of $250,000 (the "Note") to Target Capital 1 LLC, an Arizona limited liability company (the "Note Holder"), with a maturity date of April 30, 2025 (the "Maturity Date"). Pursuant to the terms of the Note, the Company agreed to pay the principal sum and a one-time interest charge of $50,000 to the Note Holder. In May 2024, the Company fully repaid the Note Holder $300,000, including the principal and interest. The Company also will issue 50,000 shares of common stock to the Note Holder as commitment shares. As the shares have not been issued as of September 30, 2024, the fair value of $141,000 is included in accrued liabilities on the consolidated balance sheet.

Loan Payable — PPP and SBA Loan

In April 2022, there was a partial forgiveness of Bailey's first PPP Loan totaling $413,705. As of September 30, 2024 and December 31, 2023, Bailey had an outstanding PPP Loan balance of $933,295, which matures in 2026.

Merchant Advances

Future Sales Receipts

In 2022 and 2023, the Company obtained several merchant advances. These advances are, for the most part, secured by expected future sales transactions of the Company with expected payments on a weekly basis. The Company made total cash repayments, pertaining to principal and interest, of $1,547,182 for the nine months ending September 30, 2024.

The following is a summary of the merchant advances as of September 30, 2024, and December 31, 2023:

	September 30, 2024	December 31, 2023
Principal	$ 2,347,564	$ 2,960,946
Less: unamortized debt discount	(550,183)	(1,966,881)
Merchant cash advances, net	$ 1,797,381	$ 994,065

The unamortized debt discount of $550,183 will be amortized to interest expense over the expected remaining terms of the agreements through the fourth quarter of 2024. During the nine months ended September 30, 2024, the Company recorded $1,781,972 in interest expense pertaining to these advances.

Other

The Company has outstanding merchant advances with Shopify Capital. During the three months ending September 2024, the Company made repayments of $3,850. As of September 30, 2024, the remaining principal outstanding was $12,832. These advances are, for the most part, secured by expected future sales transactions of the Company with expected payments on a daily basis.

The Company also had outstanding merchant advances with Gynger, Inc. In May 2024, the Company converted the outstanding principal and accrued interest of $313,816 owed to Gynger for 106,020 shares of common stock.

Promissory Note Payable

As of September 30, 2024, and December 31, 2023, the outstanding principal on the note to the sellers of Bailey was $3,500,000. On July 5, 2023, the parties agreed to extend the maturity date to June 30, 2024. Interest expense was $105,000 and $105,000 for the three months ended September 30, 2024 and 2023 and $315,000 and $315,000 for the nine months ended September 30, 2024 and 2023, all respectively, which was accrued and unpaid as of September 30, 2024. The aforesaid mentioned Promissory note are in default as of September 30 2024.

In March 2023, the Company and various purchasers executed a Securities Purchase Agreement ("March 2023 Notes") whereby the investors purchased from the Company promissory notes in the aggregate principal amount of $2,458,750, consisting of original issue discount of $608,750. The Company received net proceeds of $1,850,000 after additional fees. The March 2023 Notes are due and payable on September 30, 2023 (the "Maturity Date"). If the Company completes a debt or equity financing of less than $7,500,000, the Company is required to repay 50% of the remaining balance of the March 2023 Notes. Following such 50% repayment, the Company must also use any proceeds from any subsequent debt or equity financing to repay the March 2023 Notes. Upon the closing of any debt or equity financing of $7,500,000 or greater, the Company is required to repay 100% of the Notes with no penalties. There is no additional interest after the 20% original interest discount. Upon the Company's equity financing in September 2023, the Company repaid an aggregate $1,247,232 principal to the respective noteholders. The Company recognized a debt discount of $608,750, which was fully amortized through December 31, 2023. The notes contain certain conversion provisions upon an event of default.

In May 2024, the Company repaid $500,000 of these notes. The parties mutually extended the maturity date to November 4, 2024 and acknowledged that the default provisions had not been triggered. The amount was fully repaid on November 4, 2024. During the nine months ended September 30, 2024, the Company fully amortized the debt discount pertaining to these notes.

The following is a summary of promissory notes payable, net:

	September 30, 2024	December 31, 2023
Bailey Note	$ 3,500,000	$ 3,500,000
March 2023 Notes – principal	1,230,740	1,730,740
March 2023 Notes - unamortized debt discount	-	(346,148)
Promissory note payable, net	$ 4,730,740	$ 4,884,592

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STOCKHOLDERS' DEFICIT	9 Months Ended Sep. 30, 2024
Equity [Abstract]	
STOCKHOLDERS' DEFICIT	(see note below)

NOTE 7: STOCKHOLDERS' DEFICIT

Amendments to Certificate of Incorporation

On August 21, 2023, the Board of Directors approved a one-for-25 reverse stock split of its issued and outstanding shares of common stock and a proportional adjustment to the existing conversion ratios for each series of the Company's preferred stock. The reverse stock split became effective as of August 22, 2023. Accordingly, all share and per share amounts for all periods presented in the accompanying consolidated financial statements and notes thereto have been adjusted retroactively, where applicable, to reflect this reverse stock split and adjustment of the preferred stock conversion ratios.

Common Stock

The Company had 1,000,000,000 shares of common stock authorized with a par value of $0.0001 as of September 30, 2024.

Common stockholders have voting rights of one vote per share. The voting, dividend, and liquidation rights of the holders of common stock are subject to and qualified by the rights, powers, and preferences of preferred stockholders.

2024 Transactions

During the nine months ended September 30, 2024, the Company issued 1,200,593 shares of common stock pursuant to an At-The-Market Offering Agreement for an at-the-market offering (the "ATM Agreement") with H.C. Wainwright & Co., LLC, as sales agent ("Wainwright"). The Company received net proceeds of $2,478,719 pursuant to the ATM Agreement.

During the nine months ended September 30, 2024, the Company issued an aggregate of 129,110 shares of common stock pursuant to services and conversion of accounts payable totaling a fair value of $312,634.

During the nine months ended September 30, 3,442 shares of Series C Convertible Preferred Stock converted into 192,027 shares of common stock.

As previously reported, the Company entered into a securities purchase agreement with an accredited investor (the "Investor"), pursuant to which the Company issued on September 5, 2023 those certain Series A warrants to purchase 513,875 shares of common stock and Series B warrants to purchase 513,875 shares of common stock (collectively, the "Existing Warrants"), amongst other securities.

On May 3, 2024, the Company entered into that certain inducement offer to exercise common stock purchase warrants with the Investor (the "Inducement Agreement"), pursuant to which (i) the Company agreed to lower the exercise price of the Existing Warrants to $3.13 per share and (ii) the Investor agreed to exercise the Existing Warrants into 1,027,750 shares of common stock (the "Exercise Shares") by payment of the aggregate exercise price of $3,216,857.50 (gross proceeds before expenses, including but not limited to fees to H.C. Wainwright & Co., LLC (the "Placement Agent"), the exclusive placement agent in connection therewith). The closing occurred on May 7, 2024. Through September 30, 2024, the Company had exercised 378,750 of the 1,027,750 warrants at the amended exercise price of $3.13 per share. The Company received the entire gross proceeds of $3,216,857 in May 2024, which represents the exercise of the entire 1,027,750 warrants at the $3.13 exercise price. The Company received net proceeds of $2,877,475 after placement agent fees and expenses. The Company also exercised 649,000 warrants which were prefunded through PIPE offerings in the third quarter of 2023.

In May 2024, the Company converted the outstanding principal and accrued interest of $313,816 owed to Gynger for 106,020 shares of common stock.

Series A Convertible Preferred Stock

On September 29, 2022, the Company filed the Certificate of Designation designating up to 6,800 shares out of the authorized but unissued shares of its preferred stock as Series A Convertible Preferred Stock.

Except for stock dividends or distributions for which adjustments are to be made pursuant to the Certificate of Designation, the holders of the Series A Preferred Stock (the "Holders") shall be entitled to receive, and the Company shall pay, dividends on shares of the Series A Preferred Stock equal (on an as-if-converted-to-Common-Stock basis) to 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. No other dividends shall be paid on shares of the Series A Preferred Stock.

With respect to any vote with the class of Common Stock, each share of the Series A Preferred Stock shall entitle the Holder thereof to cast that number of votes per share as is equal to the number of shares of Common Stock into which it is then convertible.

The Series A Preferred Stock shall rank (i) senior to all of the Common Stock; (ii) senior to any class or series of capital stock of the Company hereafter created specifically ranking by its terms junior to any Preferred Stock ("Junior Securities"); (iii) on parity with any class or series of capital stock of the Corporation created specifically ranking by its terms on parity with the Preferred Stock ("Parity Securities"); and (iv) junior to any class or series of capital stock of the Company hereafter created specifically ranking by its terms senior to any Preferred Stock ("Senior Securities"), in each case, as to dividends or distributions of assets upon liquidation, dissolution or winding up of the Company, whether voluntarily or involuntarily.

Each share of the Series A Preferred Stock shall be convertible, at any time and from time to time from and after September 29, 2022 at the option of the Holder thereof, into that number of shares of Common Stock determined by dividing the Stated Value of such share of the Series A Preferred Stock ($1,000 as of September 29, 2022) by the Conversion Price. The conversion price for each share of the Series A Preferred Stock is the closing price of the Common Stock on September 29, 2022, which was $9.30.

As of September30, 2024 and December 31, 2023, there were 6,300 shares of Series A Convertible Preferred Stock issued and outstanding.

Series C Convertible Preferred Stock

On June 21, 2023, the Company, on the one hand, and Moise Emquies, George Levy, Matthieu Leblan, Carol Ann Emquies, Jenny Murphy and Elodie Crichi (collectively, the "Sundry Investors"), on the other hand, executed a Securities Purchase Agreement (the "Sundry SPA") whereby the Company issued 5,761 shares of Series C Convertible Preferred Stock, par value $0.0001 per share (the "Series C Preferred Stock") to the Sundry Investors at a purchase price of $1,000 per share. The Series C Preferred Stock is convertible into a number of shares of the Company's Common Stock equal to $1,000 divided by an initial conversion price of $0.717 which represents the lower of (i) the closing price per share of the Common Stock as reported on the Nasdaq on June 20, 2023, and (ii) the average closing price per share of Common Stock as reported on the Nasdaq for the five trading days preceding June 21, 2023. The shares of Series C Preferred Stock were issued in consideration for the cancellation of certain promissory notes issued by the Company to the Sundry Investors dated December 30, 2022 (the "Sundry Loan Documents"). The following is a summary of the rights and preferences of the Series C Convertible Preferred Stock.

On June 21, 2023, the Company filed the Certificate of Designation with the Secretary of State for the State of Delaware designating up to 5,761 shares out of the authorized but unissued shares of its preferred stock as Series C Convertible Preferred Stock. The following is a summary of the principal terms of the Series C Preferred Stock.

Except for stock dividends or distributions for which adjustments are to be made pursuant to the Certificate of Designation, the holders of the Series C Preferred Stock (the "Series C Holders") shall be entitled to receive, and the Company shall pay, dividends on shares of the Series C Preferred Stock equal (on an as-if-converted-to-Common-Stock basis) to 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. No other dividends shall be paid on shares of the Series C Preferred Stock.

The Series C Holders are entitled to vote as a class as expressly provided in the Certificate of Designation. The Series C Holders are also entitled to vote with the holders of shares of Common Stock, voting together as one class, on all matters in which the Series C Holders are permitted to vote with the class of shares of Common Stock.

With respect to any vote with the class of Common Stock, each share of the Series C Preferred Stock shall entitle the Holder thereof to cast that number of votes per share as is equal to the number of shares of Common Stock into which it is then convertible (subject to the ownership limitations specified in the Certificate of Designation) using the record date for determining the stockholders of the Company eligible to vote on such matters as the date as of which the conversion price is calculated.

The Series C Preferred Stock shall rank (i) senior to all of the Common Stock; (ii) senior to Junior Securities; (iii) on parity with Parity Securities; and (iv) junior to Senior Securities, in each case, as to dividends or distributions of assets upon liquidation, dissolution or winding up of the Company, whether voluntarily or involuntarily. Subject to any superior liquidation rights of the holders of any Senior Securities of the Company and the rights of the Company's existing and future creditors, upon a Liquidation, each Holder shall be entitled to be paid out of the assets of the Company legally available for distribution to stockholders, prior and in preference to any distribution of any of the assets or surplus funds of the Company to the holders of the Common Stock and Junior Securities and pari passu with any distribution to the holders of Parity Securities, an amount equal to the Stated Value (as defined in the Certificate of Designation) for each share of the Series C Preferred Stock held by such Holder and an amount equal to any accrued and unpaid dividends thereon, and thereafter the Series C Holders shall be entitled to receive out of the assets, whether capital or surplus, of the Company the same amount that a holder of Common Stock would receive if the Series C Preferred Stock were fully converted (disregarding for such purposes any conversion limitations hereunder) to Common Stock which amounts shall be paid pari passu with all holders of Common Stock.

Each share of the Series C Preferred Stock shall be convertible, at any time and from time to time from and after June 21, 2023 at the option of the Holder thereof, into that number of shares of Common Stock determined by dividing the Stated Value of such share of the Series C Preferred Stock ($1,000 as of June 21, 2023) by the Conversion Price. The conversion price for each share of the Series C Preferred Stock is $0.717, which is the lower of (a) the closing price per share of the Common Stock as reported on the NasdaqCM on June 20, 2023 (the trading day before the date of the Sundry SPA), and (b) the average closing price per share of Common Stock as reported on the NasdaqCM for the five trading days preceding the date of the Sundry SPA, subject to adjustment herein (the "Series C Conversion Price").

The Company has the option to redeem any or all of the then outstanding Series C Preferred Stock at 112% of the then Stated Value any time after June 21, 2023 and so long as there is an effective Registration Statement covering the shares issuable upon conversion of the Series C Preferred Stock.

In October 2023, 975 shares of Series C Convertible Preferred Stock converted into 54,394 shares of common stock.

During the nine months ended September 30, 2024, 3,442 shares of Series C Convertible Preferred Stock converted into 192,027 shares of common stock.

~~*XML 87 R16.htm IDEA: XBRL DOCUMENT*~~

RELATED PARTY TRANSACTIONS	9 Months Ended Sep. 30, 2024
Related Party Transactions [Abstract]	
RELATED PARTY TRANSACTIONS	**NOTE 8: RELATED PARTY TRANSACTIONS** As of September 30, 2024 and December 31, 2023, amounts due to related parties were $426,921 and $400,012, respectively. The advances are unsecured, non-interest bearing and due on demand. Amounts due to related parties consist of current and former executives, and a board member. The related party balances are with a former officer, current director and the Chief Executive Officer.

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SHARE-BASED PAYMENTS	9 Months Ended Sep. 30, 2024
Share-Based Payment Arrangement [Abstract]	
SHARE-BASED PAYMENTS	**NOTE 9: SHARE-BASED PAYMENTS**

Common Stock Warrants

A summary of information related to common stock warrants for the nine months ended September 30, 2024 is as follows:

	Common Stock Warrants		Weighted Average Exercise Price
Outstanding - December 31, 2023	1,180,220	$	25.40
Granted	2,132,581		2.92
Exercised	(1,027,750)		3.13
Forfeited	-		-
Outstanding - September 30, 2024	2,285,051	$	11.60
Exercisable at December 31, 2023	1,180,220	$	25.40
Exercisable at September 30, 2024	2,285,051	$	11.60

Stock Options

As of September 30, 2024 and December 31, 2023, the Company had 1,566 stock options outstanding with a weighted average exercise price of $9,050 per share.

Stock-based compensation expense of $1,061 and $101,417 was recognized for the three months ended September 30, 2024 and 2023, respectively and $169,261 and $308,511 was recognized for the nine months ended September 30, 2024 and 2023. During the nine months ended September 30, 2024 and 2023, $23,998 and $43,197 was recorded to sales and marketing expense, and all other stock compensation was included in general and administrative expense in the condensed consolidated statements of operations. Total unrecognized compensation cost related to non-vested stock option awards as of September 30, 2024 amounted to $353 and will be recognized over a weighted average period of 0.03 years.

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LEASE OBLIGATIONS	9 Months Ended Sep. 30, 2024
Lease Obligations	
LEASE OBLIGATIONS	**NOTE 10: LEASE OBLIGATIONS**

Rent is classified by function on the consolidated statements of operations either as general and administrative, sales and marketing, or cost of revenue.

The Company determines whether an arrangement is or contains a lease at inception by evaluating potential lease agreements including services and operating agreements to determine whether an identified asset exists that the Company controls over the term of the arrangement. Lease commencement is determined to be when the lessor provides access to, and the right to control, the identified asset.

The rental payments for the Company's leases are typically structured as either fixed or variable payments. Fixed rent payments include stated minimum rent and stated minimum rent with stated increases. The Company considers lease payments that cannot be predicted with reasonable certainty upon lease commencement to be variable lease payments, which are recorded as incurred each period and are excluded from the calculation of lease liabilities.

Management uses judgment in determining lease classification, including determination of the economic life and the fair market value of the identified asset. The fair market value of the identified asset is generally estimated based on comparable market data provided by third-party sources.

In January 2023, the Company entered into a lease agreement extension for its corporate office and distribution center in Vernon, California that expires on January 31, 2025. The lease has monthly base rent payments of $12,000. The Company recognized a right of use asset of $31,597 and lease liability of $170,002 using a discount rate of 10.0%.

In September 2023, the Company entered into a lease agreement extension for a showroom space in Los Angeles, California that commences in March 2023 which expired in September 2024. The lease had a monthly base rent of $25,000. The Company initially recognized a right of use asset of $658,091 and lease liability of $1,040,812 using a discount rate of 10.0%.

In April 2024, the Company entered into a lease agreement extension for a retail outlet space in Allen, Texas that commences in April 2024 and expires in April 2027. The lease has a monthly base rent of $13,261. The Company recognized a right of use asset of $425,634 and lease liability of $425,634, using a discount rate of 10.0%.

The following is a summary of operating lease assets and liabilities:

Operating leases		September 30, 2024		December 31, 2023
Assets				
ROU operating lease assets	$	365,246	$	689,688
Liabilities				
Current portion of operating lease		899,726		1,210,814
Non Current portion of lease liability		313,723		-
Total operating lease liabilities	$	1,213,449	$	1,210,814

Operating leases	September 30, 2024	December 31, 2023
Weighted average remaining lease term (years)	0.75	1.00
Weighted average discount rate	10.00%	10.00%

		September 30, 2024
Future minimum payments	$	1,282,975
Less imputed interest		(69,526)
Total lease obligations	$	1,213,449

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CONTINGENCIES	9 Months Ended Sep. 30, 2024
Commitments and Contingencies Disclosure [Abstract]	

CONTINGENCIES	NOTE 11: CONTINGENCIES

We are currently involved in, and may in the future be involved in, legal proceedings, claims, and government investigations in the ordinary course of business. These include proceedings, claims, and investigations relating to, among other things, regulatory matters, commercial matters, intellectual property, competition, tax, employment, pricing, discrimination, consumer rights, personal injury, and property rights. These matters also include the following:

On March 21, 2023, a vendor filed a lawsuit against Digital Brands Group related to trade payables totaling approximately $43,501. Such amounts include interest due, and are included in accounts payable, net of payments made to date, in the accompanying consolidated balance sheets. The Company does not believe it is probable that the losses in excess of such trade payables will be incurred.

On February 7, 2023, a vendor filed a lawsuit against Digital Brands Group related to trade payables totaling approximately $182,400. Such amounts include interest due, and are included in accounts payable, net of payments made to date, in the accompanying consolidated balance sheets. The Company settled for $250,000 in October 2024, which included additional legal costs.

In August 2020 and March 2021, two lawsuits were filed against Bailey's by third-party's related to prior services rendered. The claims (including fines, fees, and legal expenses) total an aggregate of $96,900. Both matters were settled in February 2022 and are on payment plans which will be paid off in the second quarter of 2025.

On December 21, 2020, a Company investor filed a lawsuit against DBG for reimbursement of their investment totaling $100,000. Claimed amounts are included in short-term convertible note payable in the accompanying consolidated balance sheets and the Company does not believe it is probable that losses in excess of such short-term note payable will be incurred. The Company is actively working to resolve this matter.

On November 16, 2023 a vendor filed a lawsuit against Digital Brands Group related to trade payables totaling approximately $345,384, which represents past due fees and late fees. Such amounts are included in the accompanying balance sheets. The Company does not believe it is probable that the losses in excess of such pay trade payables will be incurred.

On November 15, 2023 a vendor filed a lawsuit against Digital Brands Group related to trade payables totaling approximately $582,208, which represents "double damages. The amount due to the vendor is $292,604. Such amounts are included in the accompanying balance sheets. The Company does not believe it is probable that the losses in excess of such pay trade payables will be incurred.

On December 21, 2023, a former employee from over two years ago filed a wrongful termination lawsuit against the Company. The Company is disputing this claim. To this point, this same law firm recently sent a demand letter for another wrongful termination of a temporary worker we used from a third party placement agency. This person was not a Company employee at any time.

A vendor filed a lawsuit against Bailey 44 related to a retail store lease in the amount of $1.5 million. The Company is disputing the claim for damages and the matter is ongoing. The vendor has recently updated the claim to now be $450,968 after signing a long-term lease with another brand for this location. The Company is disputing this new amount after review of the lease.

All claims above, to the extent management believes it will be liable, have been included in accounts payable and accrued expenses and other liabilities in the accompanying consolidated balance sheet as of September 30, 2024.

Depending on the nature of the proceeding, claim, or investigation, we may be subject to monetary damage awards, fines, penalties, or injunctive orders. Furthermore, the outcome of these matters could materially adversely affect our business, results of operations, and financial condition. The outcomes of legal proceedings, claims, and government investigations are inherently unpredictable and subject to significant judgment to determine the likelihood and amount of loss related to such matters. While it is not possible to determine the outcomes, we believe based on our current knowledge that the resolution of all such pending matters will not, either individually or in the aggregate, have a material adverse effect on our business, results of operations, cash flows, or financial condition.

Except as may be set forth above the Company is not a party to any legal proceedings, and the Company is not aware of any claims or actions pending or threatened against us. In the future, the Company might from time to time become involved in litigation relating to claims arising from its ordinary course of business, the resolution of which the Company does not anticipate would have a material adverse impact on our financial position, results of operations or cash flows.

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SUBSEQUENT EVENTS	**9 Months Ended Sep. 30, 2024**
Subsequent Events [Abstract]	
SUBSEQUENT EVENTS	**NOTE 12: SUBSEQUENT EVENTS**

As previously reported, the Company and various purchasers (the "Investors") executed a securities purchase agreement (the "SPA") on or around April 7, 2023, whereby the Investors purchased from the Company promissory notes in the aggregate principal amount of approximately $2,500,000 (the "Original Notes"), and the remaining balances of such Original Notes as of October 1, 2023, were exchanged by the Investors for replacement promissory notes issued on October 1, 2023, in the aggregate principal amount of approximately $1,789,668.37 (the "Exchange Notes"). In addition, as previously reported, the Company entered into settlement agreements with the Investors (each a "Settlement Agreement") on May 24, 2024, pursuant to which the Company agreed to pay aggregate cash payments equal to $1,789,668.37 to extinguish all obligations and claims under the SPA, Original Notes, and Exchange Notes, as follows: (i) $500,000.00 on or before May 28, 2024 and (ii) $1,289,668.37 on or before September 30, 2024 (the "Final Payment"). On October 3, 2024, the Company entered into amendments to each Settlement Agreement with the Investors (each an "Amendment"), whereby the Final Payment due date was extended to October 31, 2024. On November 1, 2024, the Company entered into a second amendment to each Settlement Agreement with the Investors (each an "Amendment"), whereby the Final Payment due date was extended to November 4, 2024. On November 4, 2024, the Company paid the Final Payment to extinguish all obligations and claims under the SPA, Original Notes, and Exchange Notes.

Between October 3, 2024 and October 15, 2024, the Company issued 1,311,345 shares of the Company's common stock (the "Shares") to a certain note holder upon conversion of a portion of their promissory note originally issued by the Company on or around October 1, 2023 (the "Note"). On October 16, 2024, the Company became aware that the issuance of the Shares was in error and not permitted under the terms of the Note due to the requirement thereunder that stockholder approval be obtained prior to the issuance of more than 19.9% of the Company's pre-transaction shares outstanding upon conversion(s) of the Note, as referenced and specifically required under Nasdaq Listing Rule 5635(d). The Company then notified the note holder that the Shares must be returned to the Company's transfer agent for cancellation. Accordingly, the note holder is in the process of returning the Shares to the Company's transfer agent for cancellation. Upon cancellation of the Shares, the Company's issued and outstanding common stock count will decrease by 1,311,345 shares. The Company is in communications with The Nasdaq Stock Market LLC regarding the aforementioned erroneous issuance of the Shares and subsequent remediation actions.

On November 5, 2024, the Holder facilitated the cancellation of 1,311,345 shares of the Company's common stock in accordance with the Company's remediation plan.

Completion of offering Common Stock and Pre-Funded Warrants

On October 28, 2024, the Company entered into securities purchase agreements (the "Purchase Agreements") with certain accredited investors named therein (the "Purchasers"), pursuant to which the Company agreed to issue and sell, in a best efforts offering (the "Offering"): (i) 6,233,650 shares of common stock (the "Common Stock"), at a purchase price of $0.10 per share of Common Stock, and (ii) 24,109,350 pre-funded warrants ("Pre-Funded Warrants") to purchase Common Stock, at a purchase price of $0.0999 per Pre-Funded Warrant, immediately exercisable at an exercise price of $0.0001 per share. The Purchase Agreement contains customary representations and warranties and agreements of the Company and the Purchasers and customary indemnification rights and obligations of the parties. The Offering closed on October 30, 2024.

The Company offered Pre-Funded Warrants to those Purchasers whose purchase of Common Stock in the Offering would have resulted in the Purchaser, together with its affiliates and certain related parties, beneficially owning more than 4.99% (or at the election of the Purchaser, 9.99%) of our Common Stock immediately following the consummation of the Offering in lieu of the Common Stock that would otherwise result in ownership in excess of 4.99% (or at the election of the purchaser, 9.99%) of the outstanding Common Stock of the Company. The Pre-Funded Warrants may be exercised commencing on the issuance date and do not expire. The Pre-Funded Warrants are exercisable for cash; provided, however that they may be exercised on a cashless exercise basis if, at the time of exercise, there is no effective registration statement registering, or no current prospectus available for, the issuance or resale of the Common Stock issuable upon exercise of the Pre-Funded Warrants.

The Common Stock, the Pre-Funded Warrants, and the Common Stock issuable upon exercise of the Pre-Funded Warrants were offered pursuant to a registration statement on Form S-1 as filed with the SEC on October 24, 2024, as amended, and was declared effective on October 28, 2024 (the "Registration Statement").

RBW Capital Partners LLC, acting through Dominari Securities LLC (the "Placement Agent"), acted as the exclusive placement agent for the Offering pursuant to a Placement Agency Agreement dated October 28, 2024 (the "Placement Agency Agreement") by and between the Company and the Placement Agent.

The Offering resulted in gross proceeds to the Company of approximately $3,000,000, before deducting placement agent fees and commissions and other offering expenses, and excluding proceeds to the Company, if any, that may result from the future exercise of the Pre-Funded Warrants issued in the Offering. As compensation to the Placement Agent, as the exclusive placement agent in connection with the Offering, the Company paid to the Placement Agent a cash fee of 8.0% of the aggregate gross proceeds raised in the Offering, a non-accountable expense allowance of 1.0% of the aggregate gross proceeds raised in the Offering, reimbursement of up to $50,000 for expenses of legal counsel and other actual out-of-pocket expenses, and up to $15,950 for clearing agent closing costs.

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SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Policies)	**9 Months Ended Sep. 30, 2024**
Accounting Policies [Abstract]	
Basis of Presentation	Basis of Presentation

The accounting and reporting policies of the Company conform to accounting principles generally accepted in the United States of America ("GAAP").

Reverse Stock Split	Reverse Stock Split

On August 21, 2023, the Board of Directors approved a one-for-25 reverse stock split of its issued and outstanding shares of common stock and a proportional adjustment to the existing conversion ratios for each series of the Company's preferred stock. The reverse stock split became effective as of August 22, 2023. Accordingly, all share and per share amounts for all periods presented in the accompanying consolidated financial statements and notes thereto have been adjusted retroactively, where applicable, to reflect this reverse stock split and adjustment of the preferred stock conversion ratios.

Unaudited Interim Financial Information	Unaudited Interim Financial Information

The accompanying unaudited condensed consolidated balance sheet as of September 30, 2024, the unaudited condensed consolidated statements of operations for the three and nine months ended September 30, 2024, and 2023 and of cash flows for the nine months ended September 30, 2024 and 2023 have been prepared by the Company, pursuant to the rules and regulations of the SEC for the interim financial statements. Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to rules and regulations. However, the Company believes that the disclosures are adequate to make the information presented not misleading. The unaudited interim consolidated financial statements have been prepared on a basis consistent with the audited consolidated financial statements and in the opinion of management, reflect all adjustments, consisting of only normal recurring adjustments, necessary for the fair presentation of the consolidated results for the interim periods presented and of the consolidated financial condition as of the date of the interim consolidated balance sheet. The results of operations are not necessarily indicative of the results expected for the year ended December 31, 2024.

The accompanying unaudited interim condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and the notes thereto for the year ended December 31, 2023 included in the Company's Annual Form 10-K filed with SEC on April 15, 2024.

Principles of Consolidation	Principles of Consolidation

These condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries Bailey, and Stateside from the dates of acquisition. All inter-company transactions and balances have been eliminated on consolidation.

Discontinued Operations

Discontinued Operations

Certain prior year accounts have been reclassified to conform with current year presentation regarding income (loss) from discontinued operations.

Use of Estimates

Use of Estimates

The preparation of the Company’s financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Significant estimates and assumptions reflected in these financial statements include, but are not limited to, inventory, impairment of long-lived assets, contingent consideration and derivative liabilities. The Company bases its estimates on historical experience, known trends and other market-specific or other relevant factors that it believes to be reasonable under the circumstances. On an ongoing basis, management evaluates its estimates when there are changes in circumstances, facts and experience. Changes in estimates are recorded in the period in which they become known. Actual results could differ from those estimates.

Cash and Equivalents and Concentration of Credit Risk

Cash and Equivalents and Concentration of Credit Risk

The Company considers all highly liquid securities with an original maturity of less than six months to be cash equivalents. As of September 30,2024, and December 31, 2023, the Company did not hold any cash equivalents. The Company’s cash and cash equivalents in bank deposit accounts, at times, may exceed federally insured limits of $250,000.

Fair Value of Financial Instruments

Fair Value of Financial Instruments

The Company’s financial instruments consist of cash and cash equivalents, prepaid expenses, accounts payable, accrued expenses, due to related parties, related party note payable, and convertible debt. The carrying value of these assets and liabilities is representative of their fair market value, due to the short maturity of these instruments.

Accounts Receivable and Expected Credit Loss

Accounts Receivable and Expected Credit Loss

We carry our accounts receivable at invoiced amounts less allowances for customer credit losses and other deductions to present the net amount expected to be collected on the financial asset. All receivables are expected to be collected within one year of the consolidated balance sheet. We do not accrue interest on the trade receivables. Management evaluates the ability to collect accounts receivable based on a combination of factors. Receivables are determined to be past due based on individual credit terms. An allowance for credit losses is maintained based on the length of time receivables are past due, historical collections, or the status of a customer’s financial position. Receivables are written off in the year deemed uncollectible after efforts to collect the receivables have proven unsuccessful. We do not have any off-balance sheet credit exposure related to our customers.

We periodically review accounts receivable, estimate an allowance for bad debts, and simultaneously record the appropriate expense in the statement of operations. Such estimates are based on general economic conditions, the financial conditions of customers, and the amount and age of past due accounts. Past due accounts are written off against that allowance only after all collection attempts have been exhausted and the prospects for recovery are remote. Recoveries of accounts receivable previously written off are recorded as income when received. The Company provides credit to its customers in the normal course of business and has established credit evaluation and monitoring processes to mitigate credit risk.

As of September 30, 2024, and December 31, 2023, the Company determined an allowance for credit losses of $51,552 and $41,854, respectively.

Inventory

Inventory

Inventory is stated at the lower of cost or net realizable value and accounted for using the weighted average cost method for DSTLD and first-in, first-out method for Bailey, Stateside and Sundry. The inventory balances as of September 30, 2024 and December 31, 2023 consist substantially of finished good products purchased or produced for resale, as well as any raw materials the Company purchased to modify the products and work in progress.

Inventory consisted of the following:

	September 30, 2024	December 31, 2023
Raw materials	$ 722,963	$ 695,580
Work in process	608,432	585,387
Finished goods	3,709,123	3,568,633
Inventory	$ 5,040,518	$ 4,849,600

Goodwill

Goodwill

Goodwill and identifiable intangible assets that have indefinite useful lives are not amortized, but instead are tested annually for impairment and upon the occurrence of certain events or substantive changes in circumstances. The annual goodwill impairment test allows for the option to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. An entity may choose to perform the qualitative assessment on none, some or all of its reporting units or an entity may bypass the qualitative assessment for any reporting unit and proceed directly to step one of the quantitative impairment test. If it is determined, on the basis of qualitative factors, that the fair value of a reporting unit is, more likely than not, less than its carrying value, the quantitative impairment test is required.

Annual Impairment

Annual Impairment

At December 31, 2023, management determined that certain events and circumstances occurred that indicated that the carrying value of the Company’s brand name assets, and the carrying amount of the reporting units, pertaining to Bailey44, Stateside and Sundry may not be recoverable. The qualitative assessment was primarily due to reduced or stagnant revenues of both entities as compared to the Company’s initial projections at the time of each respective acquisition, as well as the entities’ liabilities in excess of assets. Upon the quantitative analysis performed, the Company determined that the fair value of the intangible assets and reporting units were greater than the respective carrying values. As such, no impairment was recorded. The Company utilized the enterprise value approach in the impairment tests of each reporting unit in 2023.

At September 30, 2024, management determined that indicators of impairment existed with regards to the Bailey44 reporting unit. The qualitative assessment was primarily due to reduced revenues of Bailey44 as compared to the Company’s projections, as well as the entity’ liabilities in excess of assets. As such, the Company recorded an impairment to intangible assets of $600,000.

Net Loss per Share

Net Loss per Share

Net earnings or loss per share is computed by dividing net income or loss by the weighted-average number of common shares outstanding during the period, excluding shares subject to redemption or forfeiture. The Company presents basic and diluted net earnings or loss per share. Diluted net earnings or loss per share reflect the actual weighted average of common shares issued and outstanding during the period, adjusted for potentially dilutive securities outstanding. Potentially dilutive securities are excluded from the computation of the diluted net loss per share if their inclusion would be anti-dilutive. As all potentially dilutive securities are anti-dilutive as of September 30, 2024 and 2023, diluted net loss per share is the same as basic net loss per share for each year. Potentially dilutive items outstanding as of September 30, 2024 and 2023 are as follows:

	September 30, 2024	September 30, 2023
Series A convertible preferred stock	27,097	27,097
Series C convertible preferred stock	74,949	321,394
Common stock warrants	2,285,051	237,746
Stock options	1,566	1,558
Total potentially dilutive shares	2,388,663	587,795

The stock options and warrants above are out-of-the-money as of September 30, 2024 and 2023.

Recent Accounting Pronouncements

Recent Accounting Pronouncements

In January 2024, the Company adopted *ASU 2020-06, Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging— Contracts in Entity’s Own Equity (Subtopic 815-40):* Accounting for Convertible Instruments and Contracts in an Entity’s Own Equity: This ASU addresses the complexity of certain guidance for convertible instruments and contracts in an entity’s own equity. The ASU is effective for public business entities that meet the definition of an SEC filer, excluding entities eligible to be smaller reporting companies as defined by the SEC, for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. For all other entities, the ASU will be effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. The ASU did not have a material impact on the consolidated financial statements.

Management does not believe that any other recently issued, but not yet effective, accounting standards could have a material effect on the accompanying financial statements. As new accounting pronouncements are issued, the Company will adopt those that are applicable under the circumstances.

The following accounting pronouncements have been issued as of May 20, 2024 but are not yet effective and may affect the future financial reporting by the Company:

- *ASU 2022-03, Fair Value Measurement (Topic 820): Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions:* The ASU is intended to clarify the guidance when measuring the fair value of an equity security subject to contractual restrictions that prohibit the sale of the security. For public business entities, the amendments in ASU 2022- 03 are effective for fiscal years beginning after December 15, 2023, and interim periods within those fiscal years. For all other entities, the ASU is effective for fiscal years beginning after December 15, 2024, and interim periods within those fiscal years.

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SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Tables)	9 Months Ended Sep. 30, 2024
Accounting Policies [Abstract]	
SCHEDULE OF INVENTORY	Inventory consisted of the following:

	September 30, 2024	December 31, 2023
Raw materials	$ 722,963	$ 695,580
Work in process	608,432	585,387
Finished goods	3,709,123	3,568,633
Inventory	$ 5,040,518	$4,849,600

SCHEDULE OF POTENTIALLY DILUTIVE ITEMS OUTSTANDING

	September 30, 2024	September 30, 2023

Series A convertible preferred stock	27,097	27,097
Series C convertible preferred stock	74,949	321,394
Common stock warrants	2,285,051	237,746
Stock options	1,566	1,558
Total potentially dilutive shares	2,388,663	587,795

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DUE FROM FACTOR (Tables) | **9 Months Ended Sep. 30, 2024**

Due From Factor

SCHEDULE OF DUE TO/ FROM FACTOR

Due to/from factor consist of the following:

	September 30, 2024	December 31, 2023
Outstanding receivables:		
Without recourse	$ 916,045	$ 808,233
With recourse	18,994	99,055
Matured funds and deposits	55,043	65,321
Advances	(551,813)	(483,187)
Credits due customers	—	(151,611)
	$ 438,269	$ 337,811

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GOODWILL AND INTANGIBLE ASSETS (Tables) | **9 Months Ended Sep. 30, 2024**

Goodwill and Intangible Assets Disclosure [Abstract]

SCHEDULE OF GOODWILL ATTRIBUTABLE TO EACH BUSINESS COMBINATION

The following is a summary of goodwill attributable to each business combination:

	September 30, 2024	December 31 2023
Bailey	$ 3,158,123	$ 3,158,123
Stateside	2,104,056	2,104,056
Sundry	3,711,322	3,711,322
	$ 8,973,501	$ 8,973,501

SCHEDULE OF INFORMATION RELATING TO THE COMPANY’S IDENTIFIABLE INTANGIBLE ASSETS

The following table summarizes information relating to the Company’s identifiable intangible assets as of September 30, 2024:

	Gross Amount	Accumulated Amortization	Carrying Value
Amortized:			
Customer relationships	$ 8,634,560	$ (6,551,861)	$ 2,082,699
	$ 8,634,560	$ (6,551,861)	$ 2,082,699
Indefinite-lived:			
Brand name	5,241,880	—	5,241,880
	$ 13,876,440	$ (6,551,861)	$ 7,324,579

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LIABILITIES AND DEBT (Tables) | **9 Months Ended Sep. 30, 2024**

Liabilities And Debt

SCHEDULE OF ACCRUED EXPENSES AND OTHER LIABILITIES

The Company accrued expenses and other liabilities line in the consolidated balance sheets is comprised of the following as of September 30, 2024, and December 31, 2023:

	September 30, 2024	December 31, 2023
Accrued expenses	$ 733,865	$ 617,374
Payroll related liabilities	4,224,259	3,895,640
Sales tax liability	178,960	145,545
Other liabilities	99,353	99,933
	$ 5,236,437	$ 4,758,492

SCHEDULE OF MERCHANT ADVANCES

The following is a summary of the merchant advances as of September 30, 2024, and December 31, 2023:

	September 30, 2024	December 31, 2023
Principal	$ 2,347,564	$ 2,960,946
Less: unamortized debt discount	(550,183)	(1,966,881)
Merchant cash advances, net	$ 1,797,381	$ 994,065

SCHEDULE OF PROMISSORY NOTES PAYABLE, NET

The following is a summary of promissory notes payable, net:

	September 30, 2024	December 31, 2023
Bailey Note	$ 3,500,000	$ 3,500,000
March 2023 Notes – principal	1,230,740	1,730,740
March 2023 Notes - unamortized debt discount	-	(346,148)
Promissory note payable, net	$ 4,730,740	$ 4,884,592

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SHARE-BASED PAYMENTS (Tables) | **9 Months Ended Sep. 30, 2024**

Share-Based Payment Arrangement [Abstract]

SUMMARY OF INFORMATION RELATED TO COMMON STOCK WARRANTS

A summary of information related to common stock warrants for the nine months ended September 30, 2024 is as follows:

	Common Stock Warrants	Weighted Average Exercise Price
Outstanding - December 31, 2023	1,180,220	$ 25.40
Granted	2,132,581	2.92
Exercised	(1,027,750)	3.13
Forfeited	-	-
Outstanding - September 30, 2024	2,285,051	$ 11.60
Exercisable at December 31, 2023	1,180,220	$ 25.40
Exercisable at September 30, 2024	2,285,051	$ 11.60

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LEASE OBLIGATIONS (Tables) | **9 Months Ended Sep. 30, 2024**

Lease Obligations

SUMMARY OF OPERATING LEASE ASSETS AND LIABILITIES

The following is a summary of operating lease assets and liabilities:

Operating leases	September 30, 2024	December 31, 2023
Assets		
ROU operating lease assets	$ 365,246	$ 689,688
Liabilities		
Current portion of operating lease	899,726	1,210,814
Non Current portion of lease liability	313,723	-
Total operating lease liabilities	$ 1,213,449	$ 1,210,814

Operating leases	September 30, 2024	December 31, 2023
Weighted average remaining lease term (years)	0.75	1.00
Weighted average discount rate	10.00%	10.00%

SUMMARY OF OPERATING LEASE OBLIGATIONS	September 30, 2024
Future minimum payments	$ 1,282,975
Less imputed interest	(69,526)
Total lease obligations	$ 1,213,449

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NATURE OF OPERATIONS (Details Narrative) - USD ($)	Jun. 21, 2023	Dec. 30, 2022	Aug. 30, 2021	May 18, 2021
Disposal Group, Disposed of by Sale, Not Discontinued Operations [Member] | Harper & Jones, LLC [Member] | H&J Settlement Agreement [Member] | D. Jones Tailored Collection, Ltd [Member]				
Collaborative Arrangement and Arrangement Other than Collaborative [Line Items]				
Aggregate cash payment agreed to pay	$ 229,000			
Issuance of common stock, shares	1,952,580			
Percentage of membership interest	100.00%			
Harper & Jones LLC [Member]				
Collaborative Arrangement and Arrangement Other than Collaborative [Line Items]				
Percentage of equity acquired				100.00%
Stateside [Member]				
Collaborative Arrangement and Arrangement Other than Collaborative [Line Items]				
Percentage of equity acquired			100.00%	
Sundry [Member]				
Collaborative Arrangement and Arrangement Other than Collaborative [Line Items]				
Percentage of equity acquired		100.00%		

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GOING CONCERN (Details Narrative) - USD ($)	9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023
Organization, Consolidation and Presentation of Financial Statements [Abstract]		
Net loss	$ 7,735,453	$ 6,528,082
Working capital deficit	$ 16,044,544	

~~***XML 101 R30.htm IDEA: XBRL DOCUMENT***~~

SCHEDULE OF INVENTORY (Details) - USD ($)	Sep. 30, 2024	Dec. 31, 2023
Accounting Policies [Abstract]		
Raw materials	$ 722,963	$ 695,580
Work in process	608,432	585,387
Finished goods	3,709,123	3,568,633
Inventory	$ 5,040,518	$ 4,849,600

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SCHEDULE OF POTENTIALLY DILUTIVE ITEMS OUTSTANDING (Details) - shares	9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]		
Total potentially dilutive shares	2,388,663	587,795
Series A Convertible Preferred Stock [Member]		
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]		
Total potentially dilutive shares	27,097	27,097
Series C Convertible Preferred Stock [Member]		
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]		
Total potentially dilutive shares	74,949	321,394
Common Stock Warrant [Member]		
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]		
Total potentially dilutive shares	2,285,051	237,746
Share-Based Payment Arrangement, Option [Member]		
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]		
Total potentially dilutive shares	1,566	1,558

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SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Details Narrative) - USD ($)		3 Months Ended		9 Months Ended		
	Aug. 21, 2023	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2023
Accounting Policies [Abstract]						
Reverse stock split conversion ratio	one-for-25 reverse stock split					
Cash and cash equivalents in bank deposit		$ 250,000		$ 250,000		$ 250,000
Allowance for credit loss		51,552		51,552		$ 41,854
Impairment to intangible assets		$ 600,000		$ 600,000		

~~***XML 104 R33.htm IDEA: XBRL DOCUMENT***~~

SCHEDULE OF DUE TO/ FROM FACTOR (Details) - USD ($)	Sep. 30, 2024	Dec. 31, 2023
Outstanding receivables:		
Without recourse	$ 916,045	$ 808,233
With recourse	18,994	99,055
Matured funds and deposits	55,043	65,321
Advances	(551,813)	(483,187)
Credits due customers		(151,611)
Due from factor, net	$ 438,269	$ 337,811

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SCHEDULE OF GOODWILL ATTRIBUTABLE TO EACH BUSINESS COMBINATION (Details) - USD ($)	Sep. 30, 2024	Dec. 31, 2023
Restructuring Cost and Reserve [Line Items]		
Goodwill	$ 8,973,501	$ 8,973,501
Bailey [Member]		
Restructuring Cost and Reserve [Line Items]		
Goodwill	3,158,123	3,158,123
Stateside [Member]		
Restructuring Cost and Reserve [Line Items]		
Goodwill	2,104,056	2,104,056
Sundry [Member]		
Restructuring Cost and Reserve [Line Items]		
Goodwill	$ 3,711,322	$ 3,711,322

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SCHEDULE OF INFORMATION RELATING TO THE COMPANY'S IDENTIFIABLE INTANGIBLE ASSETS (Details) - USD ($)	Sep. 30, 2024	Dec. 31, 2023
Finite-Lived Intangible Assets [Line Items]		
Gross Amount	$ 8,634,560	
Accumulated Amortization	(6,551,861)	
Carrying Value	2,082,699	
Indefinite-lived	13,876,440	
Accumulated Amortization	(6,551,861)	
Indefinite-lived	7,324,579	$ 9,982,217
Trade Names [Member]		
Finite-Lived Intangible Assets [Line Items]		
Indefinite-lived	5,241,880	
Accumulated Amortization		
Indefinite-lived	5,241,880	
Customer Relationships [Member]		
Finite-Lived Intangible Assets [Line Items]		
Gross Amount	8,634,560	
Accumulated Amortization	(6,551,861)	
Carrying Value	$ 2,082,699	

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GOODWILL AND INTANGIBLE ASSETS (Details Narrative) - USD ($)	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Goodwill and Intangible Assets Disclosure [Abstract]				
Impairment of intangible asset	$ 600,000		$ 600,000	
Amortization expense	$ 618,543	$ 719,547	$ 2,057,637	$ 2,478,824

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SCHEDULE OF ACCRUED EXPENSES AND OTHER LIABILITIES (Details) - USD ($)	Sep. 30, 2024	Dec. 31, 2023
Liabilities And Debt		
Accrued expenses	$ 733,865	$ 617,374
Payroll related liabilities	4,224,259	3,895,640
Sales tax liability	178,960	145,545
Other liabilities	99,353	99,933
Accrued expenses and other liabilities, Total	$ 5,236,437	$ 4,758,492

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SCHEDULE OF MERCHANT ADVANCES (Details) - Merchant Advances [Member] - USD ($)	Sep. 30, 2024	Dec. 31, 2023
Short-Term Debt [Line Items]		
Principal	$ 2,347,564	$ 2,960,946
Less: unamortized debt discount	(550,183)	(1,966,881)
Merchant cash advances, net	$ 1,797,381	$ 994,065

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SCHEDULE OF PROMISSORY NOTES PAYABLE, NET (Details) - USD ($)	Sep. 30, 2024	Dec. 31, 2023	Mar. 31, 2023
Promissory note payable, net	$ 4,730,740	$ 4,884,592	
March 2023 Notes [Member]			
Notes – principal	1,230,740	1,730,740	$ 7,500,000
March 2023 Notes - unamortized debt discount		(346,148)	
Promissory note payable, net			$ 2,458,750
Bailey [Member]			
Notes – principal	$ 3,500,000	$ 3,500,000	

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LIABILITIES AND DEBT (Details Narrative) - USD ($)	1 Months Ended					3 Months Ended		9 Months Ended		12 Months Ended
	Apr. 30, 2024	May 31, 2024	Sep. 30, 2023	Mar. 31, 2023	Apr. 30, 2022	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2023
Short-Term Debt [Line Items]										
Convertible debt						$ 100,000		$ 100,000		$ 100,000
Repayment of debt								2,484,248	$ 8,840,092	
Accrued liabilities						733,865		733,865		617,374
Promissory note payable, net						4,730,740		4,730,740		4,884,592
Payment for promissory note payable		$ 500,000								
Merchant Advances [Member]										
Short-Term Debt [Line Items]										
Long term debt, gross						2,347,564		2,347,564		2,960,946
Repayments of debt								1,547,182		
Unamortized debt discount						550,183		550,183		1,966,881
Interest expense								1,781,972		
Merchant Advance from Shopify Capital [Member]										
Short-Term Debt [Line Items]										
Repayments						3,850				
Secured debt						12,832		12,832		
Promissory Note Payable [Member]										
Short-Term Debt [Line Items]										
Promissory note payable, net						3,500,000		3,500,000		3,500,000
Promissory Note Payable [Member] | Notes Payable to Banks [Member]										
Short-Term Debt [Line Items]										
Interest expense						105,000	$ 105,000	315,000	$ 315,000	
March 2023 Notes [Member]										
Short-Term Debt [Line Items]										
Principal amount				$ 7,500,000		1,230,740		1,230,740		1,730,740
Unamortized debt discount										346,148
Promissory note payable, net				2,458,750						

Original issue discount				608,750				
Net proceeds				$ 1,850,000				
Maturity date				September 30, 2023				
Percentage of notes to be repaid, if the Company completes a debt or equity financing of less than the threshold amount				50.00%				
Percentage of notes to be repaid, if the Company completes a debt or equity financing of greater than the threshold amount				100.00%				
Percentage of notes to be repaid, if the Company completes a debt or equity financing of less than the threshold amount				20.00%				
Repayments of principal			$ 1,247,232					
Amortization of debt discount								608,750
March 2023 Notes [Member] | Maximum [Member]								
Short-Term Debt [Line Items]								
Principal amount				$ 7,500,000				
Bailey [Member]								
Short-Term Debt [Line Items]								
Principal amount						3,500,000	3,500,000	3,500,000
Bailey [Member] | First PPP Loan [Member]								
Short-Term Debt [Line Items]								
Debt instrument, forgiveness					$ 413,705			
Bailey [Member] | PPP Loan [Member]								
Short-Term Debt [Line Items]								
Long term debt, gross						933,295	933,295	$ 933,295
Gynger, Inc. [Member]								
Short-Term Debt [Line Items]								
Debt conversion amount		$ 313,816						
Debt conversion shares issued		106,020						
Convertible Debt [Member] | Target Capital 1 LLC [Member]								
Short-Term Debt [Line Items]								
Principal amount	$ 250,000							
Maturity date	Apr. 30, 2025							
Principal and interest payment	$ 50,000							
Repayment of debt		$ 300,000						
Number of share of common stock		50,000						
Accrued liabilities						$ 141,000	$ 141,000	

~~***XML 112 R41.htm IDEA: XBRL DOCUMENT***~~

STOCKHOLDERS' DEFICIT (Details Narrative) - USD ($)				1 Months Ended			3 Months Ended					9 Months Ended		
	May 03, 2024	Aug. 21, 2023	Jun. 21, 2023	Sep. 30, 2024	May 31, 2024	Oct. 31, 2023	Sep. 30, 2024	Jun. 30, 2024	Mar. 31, 2024	Sep. 30, 2023	Mar. 31, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2023
Accumulated Other Comprehensive Income (Loss) [Line Items]														
Reverse stock split		one-for-25 reverse stock split												
Common Stock, Shares Authorized				1,000,000,000			1,000,000,000					1,000,000,000		1,000,000,
Common stock par value				$ 0.0001			$ 0.0001					$ 0.0001		$ 0.0001
Voting rights												one		
Common stock, shares issued							$ 742,513	$ 2,877,475	$ 1,736,206					
Net proceeds from issuance of common stock												$ 5,356,194		
Stock Issued During Period, Value, Issued for Services							$ 88,369		224,265	$ 1,157,090	$ 499,338			
Warrants exercised				649,000			649,000					649,000		
[custom:PlacementAgentFeesAndExpenses.]				$ 2,877,475										
Conversion of loan into common stock								313,816						
Merchant Advances From Gynger Inc [Member]														
Accumulated Other Comprehensive Income (Loss) [Line Items]														
Conversion of loan into common stock					$ 313,816									
Conversion of loan into common stock, shares					106,020									
Series C Convertible Preferred Stock [Member]														
Accumulated Other Comprehensive Income (Loss) [Line Items]														
Conversion of stock, shares converted						975						3,442		
Convertible preferred stock				192,027			192,027					192,027		
Stated value				$ 1			$ 1					$ 1		$ 1
Preferred stock, shares issued				1,643			1,643					1,643		4,786
Preferred stock, shares outstanding				1,643			1,643					1,643		4,786
Preferred stock, par value (in dollars per share)				$ 0.0001			$ 0.0001					$ 0.0001		$ 0.0001
Redemption percentage			112.00%											
Series A Convertible Preferred Stock [Member]														
Accumulated Other Comprehensive Income (Loss) [Line Items]														
Preferred stock, shares authorized (in shares)														
Stated value														
Conversion price (in dollars per share)														
Series A Convertible Preferred Stock [Member]														
Accumulated Other Comprehensive Income (Loss) [Line Items]														
Preferred stock, shares authorized (in shares)				6,300			6,300					6,300		6,300
Stated value				$ 1			$ 1					$ 1		$ 1
Preferred stock, shares issued				6,300			6,300					6,300		6,300
Preferred stock, shares outstanding				6,300			6,300					6,300		6,300

Preferred stock, par value (in dollars per share)			$ 0.0001			$ 0.0001					$ 0.0001	$ 0.0001
Common Stock [Member]												
Accumulated Other Comprehensive Income (Loss) [Line Items]												
Common stock, shares issued						$ 139	$ 37	$ 44				
Stock Issued During Period, Shares, Issued for Services						60,527		68,583	105,174	4,756	129,110	
Stock Issued During Period, Value, Issued for Services						$ 6		$ 7	$ 11		$ 312,634	
Conversion of stock, shares converted					54,394							
Convertible preferred stock			192,027			192,027					192,027	
Common shares issued for cash, shares						1,404,684	378,750	444,909				
Conversion of loan into common stock							$ 11					
Conversion of loan into common stock, shares							106,020					
ATM Agreement [Member]												
Accumulated Other Comprehensive Income (Loss) [Line Items]												
Common stock, shares issued											$ 1,200,593	
Net proceeds from issuance of common stock											$ 2,478,719	
Securities Purchasement [Member]												
Accumulated Other Comprehensive Income (Loss) [Line Items]												
Warrants exercised	1,027,750											
Exercise price of warrants	$ 3.13		$ 3.13	$ 3.13		$ 3.13					$ 3.13	
Warrant, Exercise Price, Increase	$ 3,216,857.50			$ 3,216,857								
Common shares issued for cash, shares			378,750									
Securities Purchasement [Member] | Series A Warrants [Member]												
Accumulated Other Comprehensive Income (Loss) [Line Items]												
Warrants exercised												
Securities Purchasement [Member] | Series B Warrants [Member]												
Accumulated Other Comprehensive Income (Loss) [Line Items]												
Warrants exercised												
Securities Purchasement [Member] | Warrant [Member]												
Accumulated Other Comprehensive Income (Loss) [Line Items]												
Warrants exercised			1,027,750	1,027,750		1,027,750					1,027,750	
Securities Purchase Agreement [Member] | Series C Convertible Preferred Stock [Member]												
Accumulated Other Comprehensive Income (Loss) [Line Items]												
Conversion price (in dollars per share)		$ 0.717										
Number of shares resulting from conversion		5,761										
Preferred stock, par value (in dollars per share)		$ 0.0001										
Issue price (in dollars per share)		$ 1,000										
Convertible preferred stock value		$ 1,000										

~~***XML 113 R42.htm IDEA: XBRL DOCUMENT***~~

RELATED PARTY TRANSACTIONS (Details Narrative) - USD ($)	Sep. 30, 2024	Dec. 31, 2023
Related Party Transactions [Abstract]		
Other current liabilities	$ 426,921	$ 400,012

~~***XML 114 R43.htm IDEA: XBRL DOCUMENT***~~

SUMMARY OF INFORMATION RELATED TO COMMON STOCK WARRANTS (Details) - Common Stock Warrant [Member] - $ / shares	9 Months Ended	12 Months Ended
	Sep. 30, 2024	Dec. 31, 2023
Class of Warrant or Right [Line Items]		
Warrant Outstanding Beginning Balance	1,180,220	
Weighted Average Exercise Price Outstanding Beginning Balance	$ 25.40	
Warrant Outstanding, Granted	2,132,581	
Weighted Average Exercise Price Outstanding, Granted	$ 2.92	
Warrant Outstanding, Exercised	(1,027,750)	
Weighted Average Exercise Price Outstanding, Exercised	$ 3.13	
Warrant Outstanding, Forfeited		
Weighted Average Exercise Price Outstanding, Forfeited		
Warrant Outstanding Ending Balance	2,285,051	1,180,220
Weighted Average Exercise Price Outstanding Beginning Balance	$ 11.60	$ 25.40
Common Stock Warrants Exercisable	2,285,051	1,180,220
Weighted Average Exercise Price Exercisable	$ 25.40	
Weighted Average Exercise Price Exercisable	$ 11.60	$ 25.40

~~***XML 115 R44.htm IDEA: XBRL DOCUMENT***~~

SHARE-BASED PAYMENTS (Details Narrative) - USD ($)	3 Months Ended		9 Months Ended		
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2023
Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]					
Option outstanding	1,566		1,566		1,566
Option outstanding exercise price	$ 9,050		$ 9,050		$ 9,050
Stock-based compensation expense	$ 1,061	$ 101,417	$ 169,261	$ 308,511	
Unrecognized compensation cost related to non-vested stock option	$ 353		$ 353		
Share-based arrangement, non-vested weighted average period			10 days		
Selling and Marketing Expense [Member]					
Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]					
Stock-based compensation expense			$ 23,998	$ 43,197	

~~***XML 116 R45.htm IDEA: XBRL DOCUMENT***~~

SUMMARY OF OPERATING LEASE ASSETS AND	Sep. 30, 2024	Dec. 31, 2023

LIABILITIES (Details) - USD ($)		
Assets		
ROU operating lease assets	$ 365,246	$ 689,688
Liabilities		
Current portion of operating lease	899,726	1,210,814
Non Current portion of lease liability	313,723	
Total operating lease liabilities	$ 1,213,449	$ 1,210,814
Weighted average remaining lease term (years)	9 months	1 year
Weighted average discount rate	10.00%	10.00%

~~XML 117 R46.htm IDEA: XBRL DOCUMENT~~

SUMMARY OF OPERATING LEASE OBLIGATIONS (Details) - USD ($)	Sep. 30, 2024	Dec. 31, 2023
Lease Obligations		
Future minimum payments	$ 1,282,975	
Less imputed interest	(69,526)	
Total lease obligations	$ 1,213,449	$ 1,210,814

~~XML 118 R47.htm IDEA: XBRL DOCUMENT~~

LEASE OBLIGATIONS (Details Narrative) - USD ($)	1 Months Ended				
	Apr. 30, 2024	Sep. 30, 2023	Jan. 31, 2023	Sep. 30, 2024	Dec. 31, 2023
Right of use asset				$ 365,246	$ 689,688
Operating lease liability				$ 1,213,449	$ 1,210,814
Discount rate				10.00%	10.00%
Corporate Office and Distribution Center [Member]					
Rent expense			$ 12,000		
Right of use asset			31,597		
Operating lease liability			$ 170,002		
Discount rate			10.00%		
Showroom Space [Member]					
Rent expense	$ 13,261	$ 25,000			
Right of use asset	425,634	658,091			
Operating lease liability	$ 425,634	$ 1,040,812			
Discount rate	10.00%	10.00%			

~~XML 119 R48.htm IDEA: XBRL DOCUMENT~~

CONTINGENCIES (Details Narrative) - USD ($)						1 Months Ended		9 Months Ended	
	Nov. 16, 2023	Nov. 15, 2023	Mar. 21, 2023	Dec. 21, 2020	Oct. 31, 2024	Mar. 31, 2021	Aug. 31, 2020	Sep. 30, 2024	Feb. 07, 2023
Loss Contingencies [Line Items]									
Loss contingency amount								$ 450,968	
Bailey LLC [Member]									
Loss Contingencies [Line Items]									
Loss contingency amount						$ 96,900	$ 96,900	$ 1,500,000	
Short Term Notes Payable [Member]									
Loss Contingencies [Line Items]									
Loss contingency amount				$ 100,000					
Subsequent Event [Member]									
Loss Contingencies [Line Items]									
Legal Fees					$ 250,000				
Trade Payables [Member]									
Loss Contingencies [Line Items]									
Loss contingency amount	$ 345,384	$ 582,208	$ 43,501						
Accounts Payable, Trade									$ 182,400
Trade Payables [Member] | Vendor [Member]									
Loss Contingencies [Line Items]									
Loss contingency amount		$ 292,604							

~~XML 120 R49.htm IDEA: XBRL DOCUMENT~~

SUBSEQUENT EVENTS (Details Narrative) - USD ($)								1 Months Ended	3 Months Ended					
	Nov. 05, 2024	Oct. 28, 2024	Oct. 16, 2024	Oct. 15, 2024	Sep. 30, 2024	May 28, 2024	May 24, 2024	Oct. 31, 2024	Sep. 30, 2024	Jun. 30, 2024	Mar. 31, 2024	Dec. 31, 2023	Oct. 01, 2023	Apr. 07, 2023
Subsequent Event [Line Items]														
Common stock, shares, issued					3,769,859				3,769,859			1,114,359		
Common stock, par value					$ 0.0001				$ 0.0001			$ 0.0001		
Warrants to purchase common stock					649,000				649,000					
Subsequent Event [Member]														
Subsequent Event [Line Items]														
Pre-transaction shares outstanding percentage			19.90%											
Offering description		The Company offered Pre-Funded Warrants to those Purchasers whose purchase of Common Stock in the Offering would have resulted in the Purchaser, together with its affiliates and certain related parties, beneficially owning more than 4.99% (or at the election of the Purchaser, 9.99%) of our Common Stock immediately following the consummation of the Offering in lieu of the Common Stock that would otherwise result in ownership in excess of 4.99% (or at the election of the purchaser, 9.99%) of the outstanding Common Stock of the Company.												
Proceeds from offering		$ 3,000,000												

Cash fee percentage	8.00%
Non-accountable expense allowance	1.00%
Legal expenses	$ 250,000
Subsequent Event [Member] | Maximum [Member]	
Subsequent Event [Line Items]	
Legal expenses	$ 50,000
Agent closing costs	$ 15,950
Common Stock [Member]	
Subsequent Event [Line Items]	
Common shares issued for cash, shares	1,404,684 378,750 444,909
Common Stock [Member] | Subsequent Event [Member]	
Subsequent Event [Line Items]	
Common shares issued for cash, shares	1,311,345
Shares decrease	1,311,345
Cancellation of shares	1,311,345
Common Stock [Member] | Subsequent Event [Member] | Securities Purchase Agreements [Member]	
Subsequent Event [Line Items]	
Common stock, shares, issued	6,233,650
Common stock, par value	$ 0.10
Pre-funded Warrants [Member] | Subsequent Event [Member] | Securities Purchase Agreements [Member]	
Subsequent Event [Line Items]	
Warrants to purchase common stock	24,109,350
Share price per share	$ 0.0999
Warrant exercise price	$ 0.0001
Original Notes [Member]	
Subsequent Event [Line Items]	
Debt instrument, face amount	$ 2,500,000
Exchange Notes [Member]	
Subsequent Event [Line Items]	
Debt instrument, face amount	$ 1,789,668.37
Settlement Agreement [Member]	
Subsequent Event [Line Items]	
Payment for debt extinguishment	$ 1,289,668.37 $ 500,000.00 $ 1,789,668.37

~~XML 121 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.3 html 204 294 1 false 58 0 false 5 false false R1.htm 00000001 - Document - Cover Sheet http://digitalbrandsgroup.co/role/Cover Cover Cover 1 false false R2.htm 00000002 - Statement - Condensed Consolidated Balance Sheets Sheet http://digitalbrandsgroup.co/role/BalanceSheets Condensed Consolidated Balance Sheets Statements 2 false false R3.htm 00000003 - Statement - Condensed Consolidated Balance Sheets (Parenthetical) Sheet http://digitalbrandsgroup.co/role/BalanceSheetsParenthetical Condensed Consolidated Balance Sheets (Parenthetical) Statements 3 false false R4.htm 00000004 - Statement - Condensed Consolidated Statements of Operations (Unaudited) Sheet http://digitalbrandsgroup.co/role/StatementsOfOperations Condensed Consolidated Statements of Operations (Unaudited) Statements 4 false false R5.htm 00000005 - Statement - Condensed Consolidated Statements of Stockholders' Equity (Deficit) (Unaudited) Sheet http://digitalbrandsgroup.co/role/StatementsOfStockholdersEquityDeficit Condensed Consolidated Statements of Stockholders' Equity (Deficit) (Unaudited) Statements 5 false false R6.htm 00000006 - Statement - Condensed Consolidated Statements of Cash Flows (Unaudited) Sheet http://digitalbrandsgroup.co/role/StatementsOfCashFlows Condensed Consolidated Statements of Cash Flows (Unaudited) Statements 6 false false R7.htm 995410 - Disclosure - Pay vs Performance Disclosure Sheet http://xbrl.sec.gov/ecd/role/PvpDisclosure Pay vs Performance Disclosure Notes 7 false false R8.htm 995445 - Disclosure - Insider Trading Arrangements Sheet http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements Insider Trading Arrangements Notes 8 false false R9.htm 995612 - Disclosure - NATURE OF OPERATIONS Sheet http://digitalbrandsgroup.co/role/NatureOfOperations NATURE OF OPERATIONS Notes 9 false false R10.htm 995613 - Disclosure - GOING CONCERN Sheet http://digitalbrandsgroup.co/role/GoingConcern GOING CONCERN Notes 10 false false R11.htm 995614 - Disclosure - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES Sheet http://digitalbrandsgroup.co/role/SummaryOfSignificantAccountingPolicies SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES Notes 11 false false R12.htm 995615 - Disclosure - DUE FROM FACTOR Sheet http://digitalbrandsgroup.co/role/DueFromFactor DUE FROM FACTOR Notes 12 false false R13.htm 995616 - Disclosure - GOODWILL AND INTANGIBLE ASSETS Sheet http://digitalbrandsgroup.co/role/GoodwillAndIntangibleAssets GOODWILL AND INTANGIBLE ASSETS Notes 13 false false R14.htm 995617 - Disclosure - LIABILITIES AND DEBT Sheet http://digitalbrandsgroup.co/role/LiabilitiesAndDebt LIABILITIES AND DEBT Notes 14 false false R15.htm 995618 - Disclosure - STOCKHOLDERS??? DEFICIT Sheet http://digitalbrandsgroup.co/role/StockholdersDeficit STOCKHOLDERS??? DEFICIT Notes 15 false false R16.htm 995619 - Disclosure - RELATED PARTY TRANSACTIONS Sheet http://digitalbrandsgroup.co/role/RelatedPartyTransactions RELATED PARTY TRANSACTIONS Notes 16 false false R17.htm 995620 - Disclosure - SHARE-BASED PAYMENTS Sheet http://digitalbrandsgroup.co/role/Share-basedPayments SHARE-BASED PAYMENTS Notes 17 false false R18.htm 995621 - Disclosure - LEASE OBLIGATIONS Sheet http://digitalbrandsgroup.co/role/LeaseObligations LEASE OBLIGATIONS Notes 18 false false R19.htm 995622 - Disclosure - CONTINGENCIES Sheet http://digitalbrandsgroup.co/role/Contingencies CONTINGENCIES Notes 19 false false R20.htm 995623 - Disclosure - SUBSEQUENT EVENTS Sheet http://digitalbrandsgroup.co/role/SubsequentEvents SUBSEQUENT EVENTS Notes 20 false false R21.htm 995624 - Disclosure - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Policies) Sheet http://digitalbrandsgroup.co/role/SummaryOfSignificantAccountingPoliciesPolicies SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Policies) Policies 21 false false R22.htm 995625 - Disclosure - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Tables) Sheet http://digitalbrandsgroup.co/role/SummaryOfSignificantAccountingPoliciesTables SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Tables) Tables http://digitalbrandsgroup.co/role/SummaryOfSignificantAccountingPolicies 22 false false R23.htm 995626 - Disclosure - DUE FROM FACTOR (Tables) Sheet http://digitalbrandsgroup.co/role/DueFromFactorTables DUE FROM FACTOR (Tables) Tables http://digitalbrandsgroup.co/role/DueFromFactor 23 false false R24.htm 995627 - Disclosure - GOODWILL AND INTANGIBLE ASSETS (Tables) Sheet http://digitalbrandsgroup.co/role/GoodwillAndIntangibleAssetsTables GOODWILL AND INTANGIBLE ASSETS (Tables) Tables http://digitalbrandsgroup.co/role/GoodwillAndIntangibleAssets 24 false false R25.htm 995628 - Disclosure - LIABILITIES AND DEBT (Tables) Sheet http://digitalbrandsgroup.co/role/LiabilitiesAndDebtTables LIABILITIES AND DEBT (Tables) Tables http://digitalbrandsgroup.co/role/LiabilitiesAndDebt 25 false false R26.htm 995629 - Disclosure - SHARE-BASED PAYMENTS (Tables) Sheet http://digitalbrandsgroup.co/role/Share-basedPaymentsTables SHARE-BASED PAYMENTS (Tables) Tables http://digitalbrandsgroup.co/role/Share-basedPayments 26 false false R27.htm 995630 - Disclosure - LEASE OBLIGATIONS (Tables) Sheet http://digitalbrandsgroup.co/role/LeaseObligationsTables LEASE OBLIGATIONS (Tables) Tables http://digitalbrandsgroup.co/role/LeaseObligations 27 false false R28.htm 995631 - Disclosure - NATURE OF OPERATIONS (Details Narrative) Sheet http://digitalbrandsgroup.co/role/NatureOfOperationsDetailsNarrative NATURE OF OPERATIONS (Details Narrative) Details http://digitalbrandsgroup.co/role/NatureOfOperations 28 false false R29.htm 995632 - Disclosure - GOING CONCERN (Details Narrative) Sheet http://digitalbrandsgroup.co/role/GoingConcernDetailsNarrative GOING CONCERN (Details Narrative) Details http://digitalbrandsgroup.co/role/GoingConcern 29 false false R30.htm 995633 - Disclosure - SCHEDULE OF INVENTORY (Details) Sheet http://digitalbrandsgroup.co/role/ScheduleOfInventoryDetails SCHEDULE OF INVENTORY (Details) Details 30 false false R31.htm 995634 - Disclosure - SCHEDULE OF POTENTIALLY DILUTIVE ITEMS OUTSTANDING (Details) Sheet http://digitalbrandsgroup.co/role/ScheduleOfPotentiallyDilutiveItemsOutstandingDetails SCHEDULE OF POTENTIALLY DILUTIVE ITEMS OUTSTANDING (Details) Details 31 false false R32.htm 995635 - Disclosure - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Details Narrative) Sheet http://digitalbrandsgroup.co/role/SummaryOfSignificantAccountingPoliciesDetailsNarrative SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Details Narrative) Details http://digitalbrandsgroup.co/role/SummaryOfSignificantAccountingPoliciesTables 32 false false R33.htm 995636 - Disclosure - SCHEDULE OF DUE TO/ FROM FACTOR~~

(Details) Sheet http://digitalbrandsgroup.co/role/ScheduleOfDueToFromFactorDetails SCHEDULE OF DUE TO/ FROM FACTOR (Details) Details 33 false false R34.htm 995637 - Disclosure - SCHEDULE OF GOODWILL ATTRIBUTABLE TO EACH BUSINESS COMBINATION (Details) Sheet http://digitalbrandsgroup.co/role/ScheduleOfGoodwillAttributableToEachBusinessCombinationDetails SCHEDULE OF GOODWILL ATTRIBUTABLE TO EACH BUSINESS COMBINATION (Details) Details 34 false false R35.htm 995638 - Disclosure - SCHEDULE OF INFORMATION RELATING TO THE COMPANY???S IDENTIFIABLE INTANGIBLE ASSETS (Details) Sheet http://digitalbrandsgroup.co/role/ScheduleOfInformationRelatingToCompanysIdentifiableIntangibleAssetsDetails SCHEDULE OF INFORMATION RELATING TO THE COMPANY???S IDENTIFIABLE INTANGIBLE ASSETS (Details) Details 35 false false R36.htm 995639 - Disclosure - GOODWILL AND INTANGIBLE ASSETS (Details Narrative) Sheet http://digitalbrandsgroup.co/role/GoodwillAndIntangibleAssetsDetailsNarrative GOODWILL AND INTANGIBLE ASSETS (Details Narrative) Details http://digitalbrandsgroup.co/role/GoodwillAndIntangibleAssetsTables 36 false false R37.htm 995640 - Disclosure - SCHEDULE OF ACCRUED EXPENSES AND OTHER LIABILITIES (Details) Sheet http://digitalbrandsgroup.co/role/ScheduleOfAccruedExpensesAndOtherLiabilitiesDetails SCHEDULE OF ACCRUED EXPENSES AND OTHER LIABILITIES (Details) Details 37 false false R38.htm 995641 - Disclosure - SCHEDULE OF MERCHANT ADVANCES (Details) Sheet http://digitalbrandsgroup.co/role/ScheduleOfMerchantAdvancesDetails SCHEDULE OF MERCHANT ADVANCES (Details) Details 38 false false R39.htm 995642 - Disclosure - SCHEDULE OF PROMISSORY NOTES PAYABLE, NET (Details) Notes http://digitalbrandsgroup.co/role/ScheduleOfPromissoryNotesPayableNetDetails SCHEDULE OF PROMISSORY NOTES PAYABLE, NET (Details) Details 39 false false R40.htm 995643 - Disclosure - LIABILITIES AND DEBT (Details Narrative) Sheet http://digitalbrandsgroup.co/role/LiabilitiesAndDebtDetailsNarrative LIABILITIES AND DEBT (Details Narrative) Details http://digitalbrandsgroup.co/role/LiabilitiesAndDebtTables 40 false false R41.htm 995644 - Disclosure - STOCKHOLDERS??? 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Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r55", "r601"] }, "us-gaap_AccountsPayableTradeCurrentAndNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsPayableTradeCurrentAndNoncurrent", "crdr": "credit", "presentation": ["http://digitalbrandsgroup.co/role/ContingenciesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Accounts Payable, Trade", "documentation": "Carrying value as of the balance sheet date of obligations incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business." } } }, "auth_ref": ["r98"] }, "us-gaap_AccruedLiabilitiesAndOtherLiabilities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedLiabilitiesAndOtherLiabilities", "crdr": "credit", "calculation": { "http://digitalbrandsgroup.co/role/BalanceSheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 2.0 }, "http://digitalbrandsgroup.co/role/ScheduleOfAccruedExpensesAndOtherLiabilitiesDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://digitalbrandsgroup.co/role/BalanceSheets", "http://digitalbrandsgroup.co/role/ScheduleOfAccruedExpensesAndOtherLiabilitiesDetails"], "lang": { "en-us": { "role": { "label": "Accrued expenses and other liabilities", "totalLabel": "Accrued expenses and other liabilities, Total", "documentation": "Amount of expenses incurred but not yet paid nor invoiced, and liabilities classified as other." } } }, "auth_ref": [] }, "us-gaap_AccruedLiabilitiesCurrentAndNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedLiabilitiesCurrentAndNoncurrent", "crdr": "credit", "calculation": { "http://digitalbrandsgroup.co/role/ScheduleOfAccruedExpensesAndOtherLiabilitiesDetails": { "parentTag": "us-gaap_AccruedLiabilitiesAndOtherLiabilities", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://digitalbrandsgroup.co/role/LiabilitiesAndDebtDetailsNarrative", "http://digitalbrandsgroup.co/role/ScheduleOfAccruedExpensesAndOtherLiabilitiesDetails"], "lang": { "en-us": { "role": { "label": "Accrued expenses", "verboseLabel": "Accrued liabilities", "documentation": "Carrying value as of the balance sheet date of obligations incurred and payable, pertaining to costs that are statutory in nature, are incurred on contractual obligations, or accumulate over time and for which invoices have not yet been received or will not be rendered. Examples include taxes, interest, rent and utilities." } } }, "auth_ref": ["r98"] }, "us-gaap_AccruedPayrollTaxesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedPayrollTaxesCurrent", "crdr": "credit", "calculation": { "http://digitalbrandsgroup.co/role/ScheduleOfAccruedExpensesAndOtherLiabilitiesDetails": { "parentTag": "us-gaap_AccruedLiabilitiesAndOtherLiabilities", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://digitalbrandsgroup.co/role/ScheduleOfAccruedExpensesAndOtherLiabilitiesDetails"], "lang": { "en-us": { "role": { "label": "Sales tax liability", "documentation": "Carrying value as of the balance sheet date of obligations incurred and payable for statutory payroll taxes incurred through that date and withheld from employees pertaining to services received from them, including entity's matching share of the employees FICA taxes and contributions to the state and federal unemployment insurance programs. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r57"] }, "us-gaap_AccruedSalariesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedSalariesCurrent", "crdr": "credit", "calculation": { "http://digitalbrandsgroup.co/role/ScheduleOfAccruedExpensesAndOtherLiabilitiesDetails": { "parentTag": "us-gaap_AccruedLiabilitiesAndOtherLiabilities", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://digitalbrandsgroup.co/role/ScheduleOfAccruedExpensesAndOtherLiabilitiesDetails"], "lang": { "en-us": { "role": { "label": "Payroll related liabilities", "documentation": "Carrying value as of the balance sheet date of the obligations incurred through that date and payable for employees' services provided. 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Excludes net income (loss), and accumulated changes in equity from transactions resulting from investments by owners and distributions to owners." } } }, "auth_ref": ["r1", "r10", "r18", "r382", "r385", "r415", "r461", "r462", "r710", "r711", "r712", "r719", "r720", "r721", "r722"] }, "ecd_Additional402vDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Additional402vDisclosureTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Additional 402(v) Disclosure" } } }, "auth_ref": ["r661"] }, "us-gaap_AdditionalPaidInCapital": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapital", "crdr": "credit", "calculation": { "http://digitalbrandsgroup.co/role/BalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://digitalbrandsgroup.co/role/BalanceSheets"], "lang": { "en-us": { "role": { "label": "Additional paid-in capital", "documentation": "Amount of excess of issue price over par or stated value of stock and from other transaction involving stock or stockholder. Includes, but is not limited to, additional paid-in capital (APIC) for common and preferred stock." } } }, "auth_ref": ["r66", "r601", "r800"] }, "us-gaap_AdditionalPaidInCapitalMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalMember", "presentation": ["http://digitalbrandsgroup.co/role/StatementsOfStockholdersEquityDeficit"], "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": ["r477", "r719", "r720", "r721", "r722", "r774", "r801"] }, "ecd_AdjToCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Adjustment to Compensation, Amount" } } }, "auth_ref": ["r667"] }, "ecd_AdjToCompAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Adjustment to Compensation [Axis]" } } }, "auth_ref": ["r667"] }, "ecd_AdjToNonPeoNeoCompFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToNonPeoNeoCompFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Adjustment to Non-PEO NEO Compensation Footnote" } } }, "auth_ref": ["r667"] }, "ecd_AdjToPeoCompFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToPeoCompFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Adjustment To PEO Compensation, Footnote" } } }, "auth_ref": ["r667"] }, "us-gaap_AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue", "crdr": "credit", "presentation": ["http://digitalbrandsgroup.co/role/StatementsOfStockholdersEquityDeficit"], "lang": { "en-us": { "role": { "label": "Stock-based compensation", "documentation": "Amount of increase to additional paid-in capital (APIC) for recognition of cost for award under share-based payment arrangement." } } }, "auth_ref": ["r38", "r39", "r320"] }, "us-gaap_AdjustmentsToAdditionalPaidInCapitalStockIssuedIssuanceCosts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToAdditionalPaidInCapitalStockIssuedIssuanceCosts", "crdr": "debit", "presentation": ["http://digitalbrandsgroup.co/role/StatementsOfStockholdersEquityDeficit"], "lang": { "en-us": { "role": { "negatedLabel": "Offering costs", "label": "Adjustments to Additional Paid in Capital, Stock Issued, Issuance Costs", "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": ["r12", "r92"] }, "us-gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract", "presentation": ["http://digitalbrandsgroup.co/role/StatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Adjustments to reconcile net loss to net cash used in operating activities:" } } }, "auth_ref": [] }, "DBGI_AdvancesWithRelatedPartiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "AdvancesWithRelatedPartiesCurrent", "crdr": "credit", "calculation": { "http://digitalbrandsgroup.co/role/ScheduleOfDueToFromFactorDetails": { "parentTag": "us-gaap_OtherAssetsCurrent", "weight": -1.0, "order": 4.0 } }, "presentation": ["http://digitalbrandsgroup.co/role/ScheduleOfDueToFromFactorDetails"], "lang": { "en-us": { "role": { "negatedLabel": "Advances", "documentation": "The amount of advances from related parties.", "label": "AdvancesWithRelatedPartiesCurrent" } } }, "auth_ref": [] }, "DBGI_AggregateCashPaymentAgreedToPay": { "xbrltype": "monetaryItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "AggregateCashPaymentAgreedToPay", "crdr": "credit", "presentation": ["http://digitalbrandsgroup.co/role/NatureOfOperationsDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Aggregate cash payment agreed to pay", "documentation": "Aggregate cash payment agreed to pay." } } }, "auth_ref": [] }, "ecd_AggtErrCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AggtErrCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Aggregate Erroneous Compensation Amount" } } }, "auth_ref": ["r632", "r643", "r653", "r678"] }, "ecd_AggtErrCompNotYetDeterminedTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AggtErrCompNotYetDeterminedTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Aggregate Erroneous Compensation Not Yet Determined" } } }, "auth_ref": ["r635", "r646", "r656", "r681"] }, "ecd_AllAdjToCompMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AllAdjToCompMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "auth_ref": ["r667"] }, "ecd_AllExecutiveCategoriesMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AllExecutiveCategoriesMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "auth_ref": ["r674"] }, "ecd_AllIndividualsMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AllIndividualsMember", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure", "http://xbrl.sec.gov/ecd/role/ErrCompDisclosure", "http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements", "http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "auth_ref": ["r636", "r647", "r657", "r674", "r682", "r686", "r694"] }, "ecd_AllTradingArrangementsMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AllTradingArrangementsMember", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "auth_ref": ["r692"] }, "us-gaap_AllocatedShareBasedCompensationExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AllocatedShareBasedCompensationExpense", "crdr": "debit", "presentation": ["http://digitalbrandsgroup.co/role/Share-basedPaymentsDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Stock-based compensation expense", "documentation":

"Amount of expense for award under share-based payment arrangement. Excludes amount capitalized." } } }, "auth_ref": ["r348", "r353"] }, "us-gaap_AllowanceForDoubtfulAccountsReceivableCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AllowanceForDoubtfulAccountsReceivableCurrent", "crdr": "credit", "presentation": ["http://digitalbrandsgroup.co/role/SummaryOfSignificantAccountingPoliciesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Allowance for credit loss", "documentation": "Amount of allowance for credit loss on accounts receivable, classified as current." } } }, "auth_ref": ["r154", "r221", "r225"] }, "dei_AmendmentDescription": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "AmendmentDescription", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Amendment Description", "documentation": "Description of changes contained within amended document." } } }, "auth_ref": [] }, "dei_AmendmentFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "AmendmentFlag", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Amendment Flag", "documentation": "Boolean flag that is true when the XBRL content amends previously-filed or accepted submission." } } }, "auth_ref": [] }, "us-gaap_AmortizationOfDebtDiscountPremium": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AmortizationOfDebtDiscountPremium", "crdr": "debit", "presentation": ["http://digitalbrandsgroup.co/role/LiabilitiesAndDebtDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Amortization of debt discount", "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": ["r5", "r80", "r292", "r780"] }, "us-gaap_AmortizationOfFinancingCostsAndDiscounts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AmortizationOfFinancingCostsAndDiscounts", "crdr": "debit", "calculation": { "http://digitalbrandsgroup.co/role/StatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://digitalbrandsgroup.co/role/StatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Amortization of loan discount and fees", "documentation": "Amount of amortization expense attributable to debt discount (premium) and debt issuance costs." } } }, "auth_ref": ["r292", "r583", "r584", "r715", "r780"] }, "us-gaap_AmortizationOfIntangibleAssets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AmortizationOfIntangibleAssets", "crdr": "debit", "presentation": ["http://digitalbrandsgroup.co/role/GoodwillAndIntangibleAssetsDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Amortization expense", "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": ["r5", "r236", "r243", "r578"] }, "DBGI_AnnualImpairmentPolicyPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "AnnualImpairmentPolicyPolicyTextBlock", "presentation": ["http://digitalbrandsgroup.co/role/SummaryOfSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "label": "Annual Impairment", "documentation": "Annual Impairment Policy [Policy Text Block]" } } }, "auth_ref": [] }, "dei_AnnualInformationForm": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "AnnualInformationForm", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Annual Information Form", "documentation": "Boolean flag with value true on a form if it is an annual report containing an annual information form." } } }, "auth_ref": ["r639"] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "presentation": ["http://digitalbrandsgroup.co/role/ScheduleOfPotentiallyDilutiveItemsOutstandingDetails"], "lang": { "en-us": { "role": { "label": "Total potentially dilutive shares", "documentation": "Securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would increase EPS or EPU amounts or decrease loss per share or unit amounts for the period presented." } } }, "auth_ref": ["r201"] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis", "presentation": ["http://digitalbrandsgroup.co/role/ScheduleOfPotentiallyDilutiveItemsOutstandingDetails"], "lang": { "en-us": { "role": { "label": "Antidilutive Securities [Axis]", "documentation": "Information by type of antidilutive security." } } }, "auth_ref": ["r27"] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems", "presentation": ["http://digitalbrandsgroup.co/role/ScheduleOfPotentiallyDilutiveItemsOutstandingDetails"], "lang": { "en-us": { "role": { "label": "Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "us-gaap_AntidilutiveSecuritiesNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesNameDomain", "presentation": ["http://digitalbrandsgroup.co/role/ScheduleOfPotentiallyDilutiveItemsOutstandingDetails"], "lang": { "en-us": { "role": { "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": ["r27"] }, "us-gaap_ArrangementsAndNonarrangementTransactionsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ArrangementsAndNonarrangementTransactionsMember", "presentation": 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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": ["r21", "r146", "r564"] }, "us-gaap_CashAndCashEquivalentsPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsPolicyTextBlock", "presentation": ["http://digitalbrandsgroup.co/role/SummaryOfSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "label": "Cash and Equivalents and Concentration of Credit Risk", "documentation": "Disclosure of accounting policy for cash and cash equivalents, including the policy for determining which items are treated as cash equivalents. Other information that may be disclosed includes (1) the nature of any restrictions on the entity's use of its cash and cash equivalents, (2) whether the entity's cash and cash equivalents are insured or expose the entity to credit risk, (3) the classification of any negative balance accounts (overdrafts), and (4) the carrying basis of cash equivalents (for example, at cost) and whether the carrying amount of cash equivalents approximates fair value." } } }, "auth_ref": ["r22"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations", "crdr": "debit", "presentation": ["http://digitalbrandsgroup.co/role/StatementsOfCashFlows"], "lang": { "en-us": { "role": { "periodStartLabel": "Cash and cash equivalents at beginning of period", "periodEndLabel": "Cash and cash equivalents at end of period", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations", "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": ["r21", "r83", "r172"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseExcludingExchangeRateEffect": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseExcludingExchangeRateEffect", "crdr": "debit", "calculation": { "http://digitalbrandsgroup.co/role/StatementsOfCashFlows": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://digitalbrandsgroup.co/role/StatementsOfCashFlows"], "lang": { "en-us": { "role": { "totalLabel": "Net change in cash and cash equivalents", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Excluding Exchange Rate Effect", "documentation": "Amount of increase (decrease) in cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; excluding effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r0", "r83"] }, "us-gaap_CashFDICInsuredAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashFDICInsuredAmount", "crdr": "debit", "presentation": ["http://digitalbrandsgroup.co/role/SummaryOfSignificantAccountingPoliciesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Cash and cash equivalents in bank deposit", "documentation": "The amount of cash deposited in financial institutions as of the balance sheet date that is insured by the Federal Deposit Insurance Corporation." } } }, "auth_ref": [] }, "DBGI_CashFeePercentage": { "xbrltype": "percentItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "CashFeePercentage", "presentation": ["http://digitalbrandsgroup.co/role/SubsequentEventsDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Cash fee percentage", "documentation": "Cash fee percentage." } } }, "auth_ref": [] }, "DBGI_ChangeInCreditReserve": { "xbrltype": "monetaryItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "ChangeInCreditReserve", "crdr": "credit", "calculation": { "http://digitalbrandsgroup.co/role/StatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0, "order": 9.0 } }, "presentation": ["http://digitalbrandsgroup.co/role/StatementsOfCashFlows"], "lang": { "en-us": { "role": { "negatedLabel": "Change in credit reserve", "documentation": "Change in credit reserve.", "label": "ChangeInCreditReserve" } } }, "auth_ref": [] }, "DBGI_ChangeInFairValueOfContingentConsideration": { "xbrltype": "monetaryItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "ChangeInFairValueOfContingentConsideration", "crdr": "debit", "calculation": { "http://digitalbrandsgroup.co/role/StatementsOfOperations": { "parentTag": "us-gaap_OperatingExpenses", "weight": 1.0, "order": 5.0 }, "http://digitalbrandsgroup.co/role/StatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 10.0 } }, "presentation": ["http://digitalbrandsgroup.co/role/StatementsOfCashFlows", "http://digitalbrandsgroup.co/role/StatementsOfOperations"], "lang": { "en-us": { "role": { "label": "Change in fair value of contingent consideration", "documentation": "Change in fair value of contingent consideration." } } }, "auth_ref": [] }, "ecd_ChangedPeerGroupFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChangedPeerGroupFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Changed Peer Group, Footnote" } } }, "auth_ref": ["r665"] }, "dei_CityAreaCode": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CityAreaCode", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "City Area Code", "documentation": "Area code of city" } } }, "auth_ref": [] }, "us-gaap_ClassOfStockDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfStockDomain", "presentation": ["http://digitalbrandsgroup.co/role/BalanceSheets", "http://digitalbrandsgroup.co/role/BalanceSheetsParenthetical", "http://digitalbrandsgroup.co/role/Cover", "http://digitalbrandsgroup.co/role/StatementsOfStockholdersEquityDeficit", "http://digitalbrandsgroup.co/role/StockholdersDeficitDetailsNarrative"], "lang": { "en-us": { "role": { "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": ["r121", "r151", "r152", "r153", "r175", "r195", "r196", "r198", "r200", "r206", "r207", "r222", "r268", "r270", "r271", "r272", "r275", "r276", "r297", "r298", "r301", "r304", "r311", "r395", "r468", "r469", "r470", "r471", "r477", "r478", "r479", "r480", "r481", "r482", "r483", "r484", "r485", "r486", "r487", "r488", "r499", "r520", "r540", "r553", "r554", "r555", "r556", "r557", "r702", "r716", "r723"] }, "us-gaap_ClassOfWarrantOrRightAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightAxis", "presentation": ["http://digitalbrandsgroup.co/role/StockholdersDeficitDetailsNarrative", "http://digitalbrandsgroup.co/role/SummaryOfInformationRelatedToCommonStockWarrantsDetails"], "lang": { "en-us": { "role": { "label": "Class of Warrant or Right [Axis]", "documentation": "Information by type of warrant or right issued." } } }, "auth_ref": ["r36"] }, "us-gaap_ClassOfWarrantOrRightDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightDomain", "presentation": ["http://digitalbrandsgroup.co/role/StockholdersDeficitDetailsNarrative", "http://digitalbrandsgroup.co/role/SummaryOfInformationRelatedToCommonStockWarrantsDetails"], "lang": { "en-us": { "role": { "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": [] }, "us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1", "presentation": ["http://digitalbrandsgroup.co/role/StockholdersDeficitDetailsNarrative", "http://digitalbrandsgroup.co/role/SubsequentEventsDetailsNarrative", "http://digitalbrandsgroup.co/role/SummaryOfInformationRelatedToCommonStockWarrantsDetails"], "lang": { "en-us": { "role": { "label": "Exercise price of warrants", "periodStartLabel": "Weighted Average Exercise Price Outstanding Beginning Balance", "periodEndLabel": "Weighted Average Exercise Price Outstanding Beginning Balance", "verboseLabel": "Warrant exercise price", "documentation": "Exercise price per share or per unit of warrants or rights outstanding." } } }, "auth_ref": ["r312"] }, "DBGI_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRightsExercisable": { "xbrltype": "perShareItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "ClassOfWarrantOrRightExercisePriceOfWarrantsOrRightsExercisable", "presentation": ["http://digitalbrandsgroup.co/role/SummaryOfInformationRelatedToCommonStockWarrantsDetails"], "lang": { "en-us": { "role": { "periodStartLabel": "Weighted Average Exercise Price Exercisable", "periodEndLabel": "Weighted Average Exercise Price Exercisable", "documentation": "Warrants, weighted average exercise price exercisable.", "label": "ClassOfWarrantOrRightExercisePriceOfWarrantsOrRightsExercisable" } } }, "auth_ref": [] }, "us-gaap_ClassOfWarrantOrRightLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightLineItems", "presentation": ["http://digitalbrandsgroup.co/role/SummaryOfInformationRelatedToCommonStockWarrantsDetails"], "lang": { "en-us": { "role": { "label": "Class of Warrant or Right [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByEachWarrantOrRight": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightNumberOfSecuritiesCalledByEachWarrantOrRight", "presentation": ["http://digitalbrandsgroup.co/role/StockholdersDeficitDetailsNarrative", "http://digitalbrandsgroup.co/role/SubsequentEventsDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Warrants exercised", "verboseLabel": "Warrants to purchase common stock", "documentation": "Number 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." } } }, "auth_ref": [] }, "us-gaap_ClassOfWarrantOrRightOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightOutstanding", "presentation": ["http://digitalbrandsgroup.co/role/SummaryOfInformationRelatedToCommonStockWarrantsDetails"], "lang": { "en-us": { "role": { "periodStartLabel": "Warrant Outstanding Beginning Balance", "periodEndLabel": "Warrant Outstanding Ending Balance", "label": "Class of Warrant or Right, Outstanding", "documentation": "Number of warrants or rights outstanding." } } }, "auth_ref": [] }, "us-gaap_ClassOfWarrantOrRightTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightTable", "presentation": ["http://digitalbrandsgroup.co/role/SummaryOfInformationRelatedToCommonStockWarrantsDetails"], "lang": { "en-us": { "role": { "label": "Class of Warrant or Right [Table]", "documentation": "Disclosure of information about warrant or right issued that give holder right to purchase security from issuer at specific price within certain time frame." } } }, "auth_ref": ["r36"] }, "DBGI_ClassOfWarrantOrRightWarrantsExercisable": { "xbrltype": "sharesItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "ClassOfWarrantOrRightWarrantsExercisable", "presentation": ["http://digitalbrandsgroup.co/role/SummaryOfInformationRelatedToCommonStockWarrantsDetails"], "lang": { "en-us": { "role": { "label": "Common Stock Warrants Exercisable", "documentation": "Class of warrant or right warrants exercisable." } } }, "auth_ref": [] }, "DBGI_ClassOfWarrantOrRightWarrantsExercised": { "xbrltype": "sharesItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "ClassOfWarrantOrRightWarrantsExercised", "presentation": ["http://digitalbrandsgroup.co/role/SummaryOfInformationRelatedToCommonStockWarrantsDetails"], "lang": { "en-us": { 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"documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r373"] }, "us-gaap_CommitmentsAndContingencies": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingencies", "crdr": "credit", "calculation": { "http://digitalbrandsgroup.co/role/BalanceSheets": { "parentTag": "us-gaap_LiabilitiesAndStockholdersEquity", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://digitalbrandsgroup.co/role/BalanceSheets"], "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": ["r62", "r101", "r443", "r498"] }, "us-gaap_CommitmentsAndContingenciesDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingenciesDisclosureAbstract", "lang": { "en-us": { "role": { "label": "Commitments and Contingencies Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-gaap_CommitmentsAndContingenciesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingenciesDisclosureTextBlock", "presentation": ["http://digitalbrandsgroup.co/role/Contingencies"], "lang": { "en-us": { "role": { "label": "CONTINGENCIES", "documentation": "The entire disclosure for commitments and contingencies." } } }, "auth_ref": ["r88", "r260", "r261", "r559", "r757", "r762"] }, "us-gaap_CommonStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockMember", "presentation": ["http://digitalbrandsgroup.co/role/StatementsOfStockholdersEquityDeficit", "http://digitalbrandsgroup.co/role/StockholdersDeficitDetailsNarrative", "http://digitalbrandsgroup.co/role/SubsequentEventsDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Common Stock [Member]", "documentation": "Stock that is subordinate to all other stock of the issuer." } } }, "auth_ref": ["r603", "r604", "r605", "r607", "r608", "r609", "r610", "r719", "r720", "r722", "r774", "r798", "r801"] }, "us-gaap_CommonStockParOrStatedValuePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockParOrStatedValuePerShare", "presentation": ["http://digitalbrandsgroup.co/role/BalanceSheetsParenthetical", "http://digitalbrandsgroup.co/role/StockholdersDeficitDetailsNarrative", "http://digitalbrandsgroup.co/role/SubsequentEventsDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Common stock, par value", "verboseLabel": "Common stock par value", "documentation": "Face amount or stated value per share of common stock." } } }, "auth_ref": ["r65"] }, "DBGI_CommonStockParValue0.0001PerShareMember": { "xbrltype": "domainItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "CommonStockParValue0.0001PerShareMember", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Common Stock, par value $0.0001 per share", "documentation": "Common Stock, par value $0.0001 per share" } } }, "auth_ref": [] }, "us-gaap_CommonStockSharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesAuthorized", "presentation": ["http://digitalbrandsgroup.co/role/BalanceSheetsParenthetical", "http://digitalbrandsgroup.co/role/StockholdersDeficitDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Common stock, share authorized", "verboseLabel": "Common Stock, Shares Authorized", "documentation": "The maximum number of common shares permitted to be issued by an entity's charter and bylaws." } } }, "auth_ref": ["r65", "r499"] }, "us-gaap_CommonStockSharesIssued": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesIssued", "presentation": ["http://digitalbrandsgroup.co/role/BalanceSheetsParenthetical", "http://digitalbrandsgroup.co/role/SubsequentEventsDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Common stock, share issued", "verboseLabel": "Common stock, shares, issued", "documentation": "Total 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." } } }, "auth_ref": ["r65"] }, "us-gaap_CommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesOutstanding", "presentation": ["http://digitalbrandsgroup.co/role/BalanceSheetsParenthetical"], "lang": { "en-us": { "role": { "label": "Common stock, shares outstanding", "documentation": "Number of shares of common stock outstanding. Common stock represent the ownership interest in a corporation." } } }, "auth_ref": ["r12", "r65", "r499", "r517", "r801", "r802"] }, "us-gaap_CommonStockValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockValue", "crdr": "credit", "calculation": { "http://digitalbrandsgroup.co/role/BalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://digitalbrandsgroup.co/role/BalanceSheets"], "lang": { "en-us": { "role": { "label": "Common stock, $0.0001 par, 1,000,000,000 shares authorized, 3,769,859 and 1,114,359 shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectively", "documentation": "Aggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity." } } }, "auth_ref": ["r65", "r445", "r601"] }, "us-gaap_CommonStockVotingRights": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockVotingRights", "presentation": ["http://digitalbrandsgroup.co/role/StockholdersDeficitDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Voting rights", "documentation": "Description of voting rights of common stock. Includes eligibility to vote and votes per share owned. Include also, if any, unusual voting rights." } } }, "auth_ref": ["r35"] }, "DBGI_CommonStockWarrantMember": { "xbrltype": "domainItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "CommonStockWarrantMember", "presentation": ["http://digitalbrandsgroup.co/role/ScheduleOfPotentiallyDilutiveItemsOutstandingDetails", "http://digitalbrandsgroup.co/role/SummaryOfInformationRelatedToCommonStockWarrantsDetails"], "lang": { "en-us": { "role": { "label": "Common Stock Warrant [Member]", "documentation": "Common Stock Warrant [Member]" } } }, "auth_ref": [] }, "ecd_CompActuallyPaidVsCoSelectedMeasureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsCoSelectedMeasureTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Compensation Actually Paid vs. Company Selected Measure" } } }, "auth_ref": ["r671"] }, "ecd_CompActuallyPaidVsNetIncomeTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsNetIncomeTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Compensation Actually Paid vs. Net Income" } } }, "auth_ref": ["r670"] }, "ecd_CompActuallyPaidVsOtherMeasureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsOtherMeasureTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Compensation Actually Paid vs. Other Measure" } } }, "auth_ref": ["r672"] }, "ecd_CompActuallyPaidVsTotalShareholderRtnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsTotalShareholderRtnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Compensation Actually Paid vs. Total Shareholder Return" } } }, "auth_ref": ["r669"] }, "us-gaap_ConsolidationPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConsolidationPolicyTextBlock", "presentation": ["http://digitalbrandsgroup.co/role/SummaryOfSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "label": "Principles of Consolidation", "documentation": "Disclosure 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." } } }, "auth_ref": ["r45", "r568"] }, "DBGI_ConversionOfPreferredSharesIntoCommonStock": { "xbrltype": "monetaryItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "ConversionOfPreferredSharesIntoCommonStock", "crdr": "debit", "presentation": ["http://digitalbrandsgroup.co/role/StatementsOfCashFlows"], "lang": { "en-us": { "role": { "verboseLabel": "Conversion of preferred shares into common stock", "documentation": "Conversion of preferred shares into common stock.", "label": "ConversionOfPreferredSharesIntoCommonStock" } } }, "auth_ref": [] }, "DBGI_ConversionOfPreferredStockIntoCommonStock": { "xbrltype": "monetaryItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "ConversionOfPreferredStockIntoCommonStock", "crdr": "credit", "presentation": ["http://digitalbrandsgroup.co/role/StatementsOfStockholdersEquityDeficit"], "lang": { "en-us": { "role": { "label": "Conversion of preferred shares into common stock", "documentation": "The amount of conversion of preferred stock into common stock in shares." } } }, "auth_ref": [] }, "DBGI_ConversionOfPreferredStockIntoCommonStockShares": { "xbrltype": "sharesItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "ConversionOfPreferredStockIntoCommonStockShares", "presentation": ["http://digitalbrandsgroup.co/role/StatementsOfStockholdersEquityDeficit"], "lang": { "en-us": { "role": { "label": "Conversion of preferred shares into common stock, shares", "documentation": "The amount of conversion of preferred stock into common stock in shares." } } }, "auth_ref": [] }, "us-gaap_ConversionOfStockSharesConverted1": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConversionOfStockSharesConverted1", "presentation": ["http://digitalbrandsgroup.co/role/StockholdersDeficitDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Conversion of stock, shares converted", "documentation": "The 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." } } }, "auth_ref": ["r24", "r25", "r26"] }, "us-gaap_ConvertibleDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConvertibleDebt", "crdr": "credit", "presentation": ["http://digitalbrandsgroup.co/role/LiabilitiesAndDebtDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Convertible debt", "documentation": "Including the current and noncurrent portions, carrying amount of debt identified as being convertible into another form of financial instrument (typically the entity's common stock) as of the balance sheet date, which originally required full repayment more than twelve months after issuance or greater than the normal operating cycle of the company." } } }, "auth_ref": ["r14", "r100", 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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": ["r14", "r100", "r293"] }, "us-gaap_DebtInstrumentDecreaseForgiveness": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentDecreaseForgiveness", "crdr": "debit", "presentation": ["http://digitalbrandsgroup.co/role/LiabilitiesAndDebtDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Debt instrument, forgiveness", "documentation": "Decrease for amounts of indebtedness forgiven by the holder of the debt instrument." } } }, "auth_ref": ["r717"] }, "us-gaap_DebtInstrumentFaceAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentFaceAmount", "crdr": "credit", "presentation": ["http://digitalbrandsgroup.co/role/LiabilitiesAndDebtDetailsNarrative", "http://digitalbrandsgroup.co/role/ScheduleOfPromissoryNotesPayableNetDetails", "http://digitalbrandsgroup.co/role/SubsequentEventsDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Notes \u2013 principal", "verboseLabel": "Principal amount", "terseLabel": "Debt instrument, face amount", "documentation": "Face (par) amount of debt instrument at time of issuance." } } }, "auth_ref": ["r277", "r403", "r404", "r581", "r582", "r599"] }, "us-gaap_DebtInstrumentMaturityDate": { "xbrltype": "dateItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentMaturityDate", "presentation": ["http://digitalbrandsgroup.co/role/LiabilitiesAndDebtDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Maturity date", "documentation": "Date when the debt instrument is scheduled to be fully repaid, in YYYY-MM-DD format." } } }, "auth_ref": ["r150", "r580", "r775", "r776"] }, "us-gaap_DebtInstrumentMaturityDateDescription": { "xbrltype": "stringItemType", "nsuri": 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"http://digitalbrandsgroup.co/role/SubsequentEventsDetailsNarrative"], "lang": { "en-us": { "role": { "documentation": "The name for the particular debt instrument or borrowing that distinguishes it from other debt instruments or borrowings, including draws against credit facilities." } } }, "auth_ref": ["r14", "r178", "r277", "r278", "r279", "r280", "r281", "r282", "r283", "r284", "r285", "r286", "r287", "r288", "r289", "r290", "r291", "r292", "r580", "r581", "r582", "r583", "r584", "r599", "r717", "r758", "r759", "r760", "r779", "r781"] }, "DBGI_DebtInstrumentOriginalInterestDiscountPercentage": { "xbrltype": "percentItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "DebtInstrumentOriginalInterestDiscountPercentage", "presentation": ["http://digitalbrandsgroup.co/role/LiabilitiesAndDebtDetailsNarrative"], "lang": { "en-us": { "role": { "verboseLabel": "Percentage of notes to be repaid, if the Company completes a debt or equity financing of less than the 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Includes, but is not limited to, legal, accounting, underwriting, printing, and registration costs." } } }, "auth_ref": ["r769", "r778", "r779", "r781"] }, "us-gaap_DeferredIncomeTaxLiabilitiesNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DeferredIncomeTaxLiabilitiesNet", "crdr": "credit", "calculation": { "http://digitalbrandsgroup.co/role/BalanceSheets": { "parentTag": "us-gaap_Liabilities", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://digitalbrandsgroup.co/role/BalanceSheets"], "lang": { "en-us": { "role": { "label": "Deferred tax liability", "documentation": "Amount, after deferred tax asset, of deferred tax liability attributable to taxable differences with jurisdictional netting." } } }, "auth_ref": ["r355", "r356", "r440"] }, "us-gaap_DepositAssets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DepositAssets", "crdr": "debit", "calculation": { 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amortization", "documentation": "The aggregate expense recognized in the current period that allocates the cost of tangible assets, intangible assets, or depleting assets to periods that benefit from use of the assets." } } }, "auth_ref": ["r5", "r204", "r212", "r216", "r573", "r574"] }, "DBGI_DisclosureDueFromFactorAbstract": { "xbrltype": "stringItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "DisclosureDueFromFactorAbstract", "lang": { "en-us": { "role": { "label": "Due From Factor", "verboseLabel": "Schedule Of Due To From Factor" } } }, "auth_ref": [] }, "DBGI_DisclosureLeaseObligationsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "DisclosureLeaseObligationsAbstract", "lang": { "en-us": { "role": { "label": "Lease Obligations", "verboseLabel": "Summary Of Operating Lease Assets And Liabilities", "terseLabel": "Summary Of Operating Lease Obligations" } } }, "auth_ref": [] }, 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Includes, but is not limited to, method of interest allocation to a discontinued operation." } } }, "auth_ref": [

"r9", "r16"] }, "us-gaap_DisposalGroupClassificationAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisposalGroupClassificationAxis", "presentation": ["http://digitalbrandsgroup.co/role/NatureOfOperationsDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Disposal Group Classification [Axis]", "documentation": "Information by disposal group classification." } } }, "auth_ref": ["r141"] }, "us-gaap_DisposalGroupClassificationDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisposalGroupClassificationDomain", "presentation": ["http://digitalbrandsgroup.co/role/NatureOfOperationsDetailsNarrative"], "lang": { "en-us": { "role": { "documentation": "Component or group of components disposed of, including but not limited to, disposal group held-for-sale or disposed of by sale, disposed of by means other than sale, and discontinued operations." } } }, "auth_ref": [] }, "us-gaap_DisposalGroupDisposedOfBySaleNotDiscontinuedOperationsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisposalGroupDisposedOfBySaleNotDiscontinuedOperationsMember", "presentation": ["http://digitalbrandsgroup.co/role/NatureOfOperationsDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Disposal Group, Disposed of by Sale, Not Discontinued Operations [Member]", "documentation": "Disposal group that has been sold. Excludes disposals classified as discontinued operations." } } }, "auth_ref": ["r6", "r13"] }, "us-gaap_DisposalGroupNotDiscontinuedOperationGainLossOnDisposal": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisposalGroupNotDiscontinuedOperationGainLossOnDisposal", "crdr": "credit", "calculation": { "http://digitalbrandsgroup.co/role/StatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0, "order": 6.0 } }, "presentation": ["http://digitalbrandsgroup.co/role/StatementsOfCashFlows"], "lang": { "en-us": { "role": { "negatedLabel": "Loss on disposition of business", "label": "Disposal Group, Not Discontinued Operation, Gain (Loss) on Disposal", "documentation": "Amount before tax of gain (loss) recognized on the sale or disposal of a disposal group. Excludes discontinued operations." } } }, "auth_ref": ["r250", "r715", "r756"] }, "us-gaap_DisposalGroupsIncludingDiscontinuedOperationsNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisposalGroupsIncludingDiscontinuedOperationsNameDomain", "presentation": ["http://digitalbrandsgroup.co/role/NatureOfOperationsDetailsNarrative"], "lang": { "en-us": { "role": { "documentation": "Name of disposal group." } } }, "auth_ref": ["r586", "r587"] }, "DBGI_DistributionExpenses": { "xbrltype": "monetaryItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "DistributionExpenses", "crdr": "debit", "calculation": { "http://digitalbrandsgroup.co/role/StatementsOfOperations": { "parentTag": "us-gaap_OperatingExpenses", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://digitalbrandsgroup.co/role/StatementsOfOperations"], "lang": { "en-us": { "role": { "label": "Distribution", "documentation": "Distribution expenses." } } }, "auth_ref": [] }, "dei_DocumentAccountingStandard": { "xbrltype": "accountingStandardItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentAccountingStandard", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Document Accounting Standard", "documentation": "The basis of accounting the registrant has used to prepare the financial statements included in this filing This can either be 'U.S. GAAP', 'International Financial Reporting Standards', or 'Other'." } } }, "auth_ref": ["r627"] }, "dei_DocumentAnnualReport": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentAnnualReport", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Document Annual Report", "documentation": "Boolean flag that is true only for a form used as an annual report." } } }, "auth_ref": ["r625", "r627", "r639"] }, "dei_DocumentFiscalPeriodFocus": { "xbrltype": "fiscalPeriodItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentFiscalPeriodFocus", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Document Fiscal Period Focus", "documentation": "Fiscal period values are FY, Q1, Q2, and Q3. 1st, 2nd and 3rd quarter 10-Q or 10-QT statements have value Q1, Q2, and Q3 respectively, with 10-K, 10-KT or other fiscal year statements having FY." } } }, "auth_ref": [] }, "dei_DocumentFiscalYearFocus": { "xbrltype": "gYearItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentFiscalYearFocus", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Document Fiscal Year Focus", "documentation": "This 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." } } }, "auth_ref": [] }, "dei_DocumentPeriodEndDate": { "xbrltype": "dateItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentPeriodEndDate", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Document Period End Date", "documentation": "For the EDGAR submission types of Form 8-K: the date of the report, the date of the earliest event reported; for the EDGAR submission types of Form N-1A: the filing date; for all other submission types: the end of the reporting or transition period. The format of the date is YYYY-MM-DD." } } }, "auth_ref": [] }, "dei_DocumentPeriodStartDate": { "xbrltype": "dateItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentPeriodStartDate", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Document Period Start Date", "documentation": "The start date of the period covered in the document, in YYYY-MM-DD format." } } }, "auth_ref": [] }, "dei_DocumentQuarterlyReport": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentQuarterlyReport", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Document Quarterly Report", "documentation": "Boolean flag that is true only for a form used as an quarterly report." } } }, "auth_ref": ["r626"] }, "dei_DocumentRegistrationStatement": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentRegistrationStatement", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Document Registration Statement", "documentation": "Boolean flag that is true only for a form used as a registration statement." } } }, "auth_ref": ["r614"] }, "dei_DocumentShellCompanyEventDate": { "xbrltype": "dateItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentShellCompanyEventDate", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Document Shell Company Event Date", "documentation": "Date of event requiring a shell company report." } } }, "auth_ref": ["r627"] }, "dei_DocumentShellCompanyReport": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentShellCompanyReport", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Document Shell Company Report", "documentation": "Boolean flag that is true for a Shell Company Report pursuant to section 13 or 15(d) of the Exchange Act." } } }, "auth_ref": ["r627"] }, "dei_DocumentTransitionReport": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentTransitionReport", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Document Transition Report", "documentation": "Boolean flag that is true only for a form used as a transition report." } } }, "auth_ref": ["r660"] }, "dei_DocumentType": { "xbrltype": "submissionTypeItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentType", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Document Type", "documentation": "The type of document being provided (such as 10-K, 10-Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'." } } }, "auth_ref": [] }, "dei_DocumentsIncorporatedByReferenceTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentsIncorporatedByReferenceTextBlock", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Documents Incorporated by Reference [Text Block]", "documentation": "Documents incorporated by reference." } } }, "auth_ref": ["r617"] }, "DBGI_DueFromFactorsDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "DueFromFactorsDisclosureTextBlock", "presentation": ["http://digitalbrandsgroup.co/role/DueFromFactor"], "lang": { "en-us": { "role": { "label": "DUE FROM FACTOR", "documentation": "Due From Factors Disclosure [Text Block]" } } }, "auth_ref": [] }, "DBGI_DueToCustomers": { "xbrltype": "monetaryItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "DueToCustomers", "crdr": "credit", "calculation": { "http://digitalbrandsgroup.co/role/ScheduleOfDueToFromFactorDetails": { "parentTag": "us-gaap_OtherAssetsCurrent", "weight": -1.0, "order": 5.0 } }, "presentation": ["http://digitalbrandsgroup.co/role/ScheduleOfDueToFromFactorDetails"], "lang": { "en-us": { "role": { "negatedLabel": "Credits due customers", "documentation": "Due to customers.", "label": "Due to customers" } } }, "auth_ref": [] }, "us-gaap_EarningsPerShareBasic": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareBasic", "presentation": ["http://digitalbrandsgroup.co/role/StatementsOfOperations"], "lang": { "en-us": { "role": { "label": "Net loss per common share - basic", "documentation": "The amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period." } } }, "auth_ref": ["r165", "r184", "r185", "r186", "r187", "r188", "r189", "r193", "r195", "r198", "r199", "r200", "r203", "r368", "r372", "r389", "r390", "r435", "r455", "r570"] }, "us-gaap_EarningsPerShareDiluted": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerShareDiluted", "presentation": ["http://digitalbrandsgroup.co/role/StatementsOfOperations"], "lang": { "en-us": { "role": { "label": "Net loss per common share - diluted", "documentation": "The amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period." } } }, "auth_ref": ["r165", "r184", "r185", "r186", "r187", "r188", "r189", "r195", "r198", "r199", "r200", "r203", "r368", "r372", "r389", "r390", "r435", "r455", "r570"] }, "us-gaap_EarningsPerSharePolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EarningsPerSharePolicyTextBlock", "presentation": ["http://digitalbrandsgroup.co/role/SummaryOfSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "label": "Net Loss per Share", "documentation": "Disclosure of accounting policy for computing basic and diluted earnings or loss per share for each class of common stock and participating security. Addresses all significant policy factors, including any antidilutive items that have been excluded from the computation and takes into account stock dividends, splits and reverse splits that occur after the balance sheet date of the latest reporting period but before the issuance of the financial statements." } } }, "auth_ref": ["r27", "r28", "r202"] }, "us-gaap_EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsLineItems", "presentation": ["http://digitalbrandsgroup.co/role/Share-basedPaymentsDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1", "presentation": ["http://digitalbrandsgroup.co/role/Share-basedPaymentsDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Share-based arrangement, non-vested weighted average period", "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": ["r351"] }, "us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedStockOptions": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedStockOptions", "crdr": "debit", "presentation": ["http://digitalbrandsgroup.co/role/Share-basedPaymentsDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Unrecognized compensation cost related to non-vested stock option", "documentation": "Amount of cost to be recognized for option under share-based payment arrangement." } } }, "auth_ref": ["r770"] }, "us-gaap_EmployeeStockOptionMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeStockOptionMember", "presentation": ["http://digitalbrandsgroup.co/role/ScheduleOfPotentiallyDilutiveItemsOutstandingDetails"], "lang": { "en-us": { "role": { "label": "Share-Based Payment Arrangement, Option [Member]", "documentation": "Share-based payment arrangement granting right, subject to vesting and other restrictions, to purchase or sell certain number of shares at predetermined price for specified period of time." } } }, "auth_ref": [] }, "dei_EntityAddressAddressLine1": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressAddressLine1", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Address, Address Line One", "documentation": "Address Line 1 such as Attn, Building Name, Street Name" } } }, "auth_ref": [] }, "dei_EntityAddressAddressLine2": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressAddressLine2", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Address, Address Line Two", "documentation": "Address Line 2 such as Street or Suite number" } } }, "auth_ref": [] }, "dei_EntityAddressAddressLine3": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressAddressLine3", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Address, Address Line Three", "documentation": "Address Line 3 such as an Office Park" } } }, "auth_ref": [] }, "dei_EntityAddressCityOrTown": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressCityOrTown", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Address, City or Town", "documentation": "Name of the City or Town" } } }, "auth_ref": [] }, "dei_EntityAddressCountry": { "xbrltype": "countryCodeItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressCountry", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Address, Country", "documentation": "ISO 3166-1 alpha-2 country code." } } }, "auth_ref": [] }, "dei_EntityAddressPostalZipCode": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressPostalZipCode", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Address, Postal Zip Code", "documentation": "Code for the postal or zip code" } } }, "auth_ref": [] }, "dei_EntityAddressStateOrProvince": { "xbrltype": "stateOrProvinceItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityAddressStateOrProvince", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Address, State or Province", "documentation": "Name of the state or province." } } }, "auth_ref": [] }, "dei_EntityBankruptcyProceedingsReportingCurrent": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityBankruptcyProceedingsReportingCurrent", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Bankruptcy Proceedings, Reporting Current", "documentation": "For registrants involved in bankruptcy proceedings during the preceding five years, the value Yes indicates that the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court; the value No indicates the registrant has not. Registrants not involved in bankruptcy proceedings during the preceding five years should not report this element." } } }, "auth_ref": ["r620"] }, "dei_EntityCentralIndexKey": { "xbrltype": "centralIndexKeyItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCentralIndexKey", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Central Index Key", "documentation": "A unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK." } } }, "auth_ref": ["r616"] }, "dei_EntityCommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCommonStockSharesOutstanding", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Common Stock, Shares Outstanding", "documentation": "Indicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument." } } }, "auth_ref": [] }, "dei_EntityCurrentReportingStatus": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCurrentReportingStatus", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Current Reporting Status", "documentation": "Indicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": [] }, "dei_EntityDomain": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityDomain", "presentation": ["http://digitalbrandsgroup.co/role/LiabilitiesAndDebtDetailsNarrative", "http://digitalbrandsgroup.co/role/NatureOfOperationsDetailsNarrative", "http://digitalbrandsgroup.co/role/ScheduleOfPromissoryNotesPayableNetDetails"], "lang": { "en-us": { "role": { "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://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Emerging Growth Company", "documentation": "Indicate if registrant meets the emerging growth company criteria." } } }, "auth_ref": ["r616"] }, "dei_EntityExTransitionPeriod": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityExTransitionPeriod", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Elected Not To Use the Extended Transition Period", "documentation": "Indicate if an emerging growth company has elected not to use the extended transition period for complying with any new or revised financial accounting standards." } } }, "auth_ref": ["r701"] }, "dei_EntityFileNumber": { "xbrltype": "fileNumberItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFileNumber", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity File Number", "documentation": "Commission 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." } } }, "auth_ref": [] }, "dei_EntityFilerCategory": { "xbrltype": "filerCategoryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFilerCategory", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Filer Category", "documentation": "Indicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": ["r616"] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "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://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "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": ["r698"] }, "dei_EntityListingParValuePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityListingParValuePerShare", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Listing, Par Value Per Share", "documentation": "The par value per share of security quoted in same currency as Trading currency. Example: '0.01'." } } }, "auth_ref": [] }, "dei_EntityPrimarySicNumber": { "xbrltype": "sicNumberItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityPrimarySicNumber", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Primary SIC Number", "documentation": "Primary Standard Industrial Classification (SIC) Number for the Entity." } } }, "auth_ref": ["r639"] }, "dei_EntityPublicFloat": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityPublicFloat", "crdr": "credit", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Public Float", "documentation": "The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter." } } }, "auth_ref": [] }, "dei_EntityRegistrantName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityRegistrantName", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Registrant Name", "documentation": "The exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC." } } }, "auth_ref": ["r616"] }, "dei_EntityShellCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityShellCompany", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "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": ["r616"] }, "dei_EntitySmallBusiness": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntitySmallBusiness", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Small Business", "documentation": "Indicates that the company is a Smaller Reporting Company (SRC)." } } }, "auth_ref": ["r616"] }, "dei_EntityTaxIdentificationNumber": { "xbrltype": "employerIdItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityTaxIdentificationNumber", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "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": ["r616"] }, "dei_EntityVoluntaryFilers": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityVoluntaryFilers", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Voluntary Filers", "documentation": "Indicate 'Yes' or 'No' if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act." } } }, "auth_ref": [] }, "dei_EntityWellKnownSeasonedIssuer": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityWellKnownSeasonedIssuer", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Entity Well-known Seasoned Issuer", "documentation": "Indicate 'Yes' or 'No' if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Is used on Form Type: 10-K, 10-Q, 8-K, 20-F, 6-K, 10-K/A, 10-Q/A, 20-F/A, 6-K/A, N-CSR, N-Q, N-1A." } } }, "auth_ref": ["r699"] }, "us-gaap_EquityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EquityAbstract", "lang": { "en-us": { "role": { "label": "Equity [Abstract]" } } }, "auth_ref": [] }, "us-gaap_EquityComponentDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EquityComponentDomain", "presentation": ["http://digitalbrandsgroup.co/role/StatementsOfStockholdersEquityDeficit", "http://digitalbrandsgroup.co/role/StockholdersDeficitDetailsNarrative", "http://digitalbrandsgroup.co/role/SubsequentEventsDetailsNarrative"], "lang": { "en-us": { "role": { "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": ["r12", "r140", "r162", "r163", "r164", "r179", "r180", "r181", "r183", "r188", "r190", "r192", "r205", "r223", "r224", "r249", "r313", "r361", "r362", "r365", "r366", "r367", "r369", "r371", "r372", "r381", "r382", "r383", "r384", "r385", "r386", "r388", "r396", "r397", "r398", "r399", "r400", "r401", "r405", "r407", "r415", "r454", "r461", "r462", "r463", "r477", "r540"] }, "ecd_EquityValuationAssumptionDifferenceFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EquityValuationAssumptionDifferenceFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Equity Valuation Assumption Difference, Footnote" } } }, "auth_ref": ["r668"] }, "ecd_ErrCompAnalysisTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ErrCompAnalysisTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Erroneous Compensation Analysis" } } }, "auth_ref": ["r632", "r643", "r653", "r678"] }, "ecd_ErrCompRecoveryTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ErrCompRecoveryTable", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Erroneously Awarded Compensation Recovery [Table]" } } }, "auth_ref": ["r629", "r640", "r650", "r675"] }, "DBGI_ExchangeNotesMember": { "xbrltype": "domainItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "ExchangeNotesMember", "presentation": ["http://digitalbrandsgroup.co/role/SubsequentEventsDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Exchange Notes [Member]", "documentation": "Exchange Notes [Member]" } } }, "auth_ref": [] }, "ecd_ExecutiveCategoryAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ExecutiveCategoryAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Executive Category [Axis]" } } }, "auth_ref": ["r674"] }, "dei_Extension": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "Extension", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Extension", "documentation": "Extension number for local phone number." } } }, "auth_ref": [] }, "us-gaap_FairValueOfFinancialInstrumentsPolicy": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueOfFinancialInstrumentsPolicy", "presentation": ["http://digitalbrandsgroup.co/role/SummaryOfSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "label": "Fair Value of Financial Instruments", "documentation": "Disclosure of accounting policy for determining the fair value of financial instruments." } } }, "auth_ref": ["r8"] }, "us-gaap_FiniteLivedIntangibleAssetsAccumulatedAmortization": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAccumulatedAmortization", "crdr": "credit", "presentation": ["http://digitalbrandsgroup.co/role/ScheduleOfInformationRelatingToCompanysIdentifiableIntangibleAssetsDetails"], "lang": { "en-us": { "role": { "label": "Accumulated Amortization", "documentation": "Accumulated amount of amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life." } } }, "auth_ref": ["r148", "r231", "r242", "r578"] }, "us-gaap_FiniteLivedIntangibleAssetsByMajorClassAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsByMajorClassAxis", "presentation": ["http://digitalbrandsgroup.co/role/ScheduleOfInformationRelatingToCompanysIdentifiableIntangibleAssetsDetails"], "lang": { "en-us": { "role": { "label": "Finite-Lived Intangible Assets by Major Class [Axis]", "documentation": "Information by major type or class of finite-lived intangible assets." } } }, "auth_ref": ["r235", "r237", "r238", "r239", "r241", "r242", "r245", "r246", "r432", "r433", "r562"] }, "us-gaap_FiniteLivedIntangibleAssetsGross": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsGross", "crdr": "debit", "presentation": ["http://digitalbrandsgroup.co/role/ScheduleOfInformationRelatingToCompanysIdentifiableIntangibleAssetsDetails"], "lang": { "en-us": { "role": { "label": "Gross Amount", "documentation": "Amount before amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life." } } }, "auth_ref": ["r231", "r242", "r433", "r578"] }, "us-gaap_FiniteLivedIntangibleAssetsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsLineItems", "presentation": ["http://digitalbrandsgroup.co/role/ScheduleOfInformationRelatingToCompanysIdentifiableIntangibleAssetsDetails"], "lang": { "en-us": { "role": { "label": "Finite-Lived Intangible Assets [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r235", "r242", "r245", "r246", "r248", "r432", "r562", "r578"] }, "us-gaap_FiniteLivedIntangibleAssetsMajorClassNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsMajorClassNameDomain", "presentation": ["http://digitalbrandsgroup.co/role/ScheduleOfInformationRelatingToCompanysIdentifiableIntangibleAssetsDetails"], "lang": { "en-us": { "role": { "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": ["r235", "r237", "r238", "r239", "r241", "r242", "r245", "r246", "r562"] }, "us-gaap_FiniteLivedIntangibleAssetsNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsNet", "crdr": "debit", "presentation": ["http://digitalbrandsgroup.co/role/ScheduleOfInformationRelatingToCompanysIdentifiableIntangibleAssetsDetails"], "lang": { "en-us": { "role": { "label": "Carrying Value", "documentation": "Amount after amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life." } } }, "auth_ref": ["r432", "r752"] }, "DBGI_FirstPaycheckProtectionProgramMember": { "xbrltype": "domainItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "FirstPaycheckProtectionProgramMember", "presentation": ["http://digitalbrandsgroup.co/role/LiabilitiesAndDebtDetailsNarrative"], "lang": { "en-us": { "role": { "label": "First PPP Loan [Member]", "documentation": "First PPP Loan [Member]" } } }, "auth_ref": [] }, "ecd_ForgoneRecoveryDueToDisqualificationOfTaxBenefitsAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryDueToDisqualificationOfTaxBenefitsAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Forgone Recovery due to Disqualification of Tax Benefits, Amount" } } }, "auth_ref": [

"r636", "r647", "r657", "r682"] }, "ecd_ForgoneRecoveryDueToExpenseOfEnforcementAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryDueToExpenseOfEnforcementAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Forgone Recovery due to Expense of Enforcement, Amount" } } }, "auth_ref": ["r636", "r647", "r657", "r682"] }, "ecd_ForgoneRecoveryDueToViolationOfHomeCountryLawAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryDueToViolationOfHomeCountryLawAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Forgone Recovery due to Violation of Home Country Law, Amount" } } }, "auth_ref": ["r636", "r647", "r657", "r682"] }, "ecd_ForgoneRecoveryExplanationOfImpracticabilityTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryExplanationOfImpracticabilityTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Forgone Recovery, Explanation of Impracticability" } } }, "auth_ref": ["r636", "r647", "r657", "r682"] }, "ecd_ForgoneRecoveryIndName": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryIndName", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "verboseLabel": "Name", "label": "Forgone Recovery, Individual Name" } } }, "auth_ref": ["r636", "r647", "r657", "r682"] }, "us-gaap_GainsLossesOnExtinguishmentOfDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GainsLossesOnExtinguishmentOfDebt", "crdr": "credit", "calculation": { "http://digitalbrandsgroup.co/role/StatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0, "order": 5.0 } }, "presentation": ["http://digitalbrandsgroup.co/role/StatementsOfCashFlows"], "lang": { "en-us": { "role": { "negatedLabel": "Loss on extinguishment of debt", "label": "Gain (Loss) on Extinguishment of Debt", "documentation": "Difference between the fair value of payments made and the carrying amount of debt which is extinguished prior to maturity." } } }, "auth_ref": ["r5", "r33", "r34"] }, "us-gaap_GeographicDistributionAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GeographicDistributionAxis", "presentation": ["http://digitalbrandsgroup.co/role/LeaseObligationsDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Geographic Distribution [Axis]", "documentation": "Information by geographic distribution of business activity identified as either domestic or foreign. Excludes names of countries, states and provinces, and cities." } } }, "auth_ref": ["r122", "r123", "r124", "r125", "r126", "r127", "r128", "r129", "r130", "r131", "r132", "r133", "r134", "r135", "r136", "r137", "r138", "r139", "r436", "r437", "r576"] }, "us-gaap_GeographicDistributionDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GeographicDistributionDomain", "presentation": ["http://digitalbrandsgroup.co/role/LeaseObligationsDetailsNarrative"], "lang": { "en-us": { "role": { "documentation": "Allocation of business activity identified as domestic or foreign. Excludes names of countries, states and provinces, and cities." } } }, "auth_ref": ["r122", "r123", "r124", "r125", "r126", "r127", "r128", "r129", "r130", "r131", "r132", "r133", "r134", "r135", "r136", "r137", "r138", "r139", "r436", "r437"] }, "us-gaap_Goodwill": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Goodwill", "crdr": "debit", "calculation": { "http://digitalbrandsgroup.co/role/BalanceSheets": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://digitalbrandsgroup.co/role/BalanceSheets", "http://digitalbrandsgroup.co/role/ScheduleOfGoodwillAttributableToEachBusinessCombinationDetails"], "lang": { "en-us": { "role": { "label": "Goodwill", "documentation": "Amount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized." } } }, "auth_ref": ["r147", "r233", "r434", "r574", "r577", "r593", "r601", "r735", "r742"] }, "us-gaap_GoodwillAndIntangibleAssetsDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GoodwillAndIntangibleAssetsDisclosureAbstract", "lang": { "en-us": { "role": { "label": "Goodwill and Intangible Assets Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-gaap_GoodwillAndIntangibleAssetsDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GoodwillAndIntangibleAssetsDisclosureTextBlock", "presentation": ["http://digitalbrandsgroup.co/role/GoodwillAndIntangibleAssets"], "lang": { "en-us": { "role": { "label": "GOODWILL AND INTANGIBLE ASSETS", "documentation": "The entire disclosure for goodwill and intangible assets." } } }, "auth_ref": ["r733", "r745"] }, "us-gaap_GoodwillAndIntangibleAssetsGoodwillPolicy": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GoodwillAndIntangibleAssetsGoodwillPolicy", "presentation": ["http://digitalbrandsgroup.co/role/SummaryOfSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "verboseLabel": "Goodwill", "label": "Goodwill and Intangible Assets, Goodwill, Policy [Policy Text Block]", "documentation": "Disclosure 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." } } }, "auth_ref": ["r232", "r234", "r577"] }, "us-gaap_GrossProfit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GrossProfit", "crdr": "credit", "calculation": { "http://digitalbrandsgroup.co/role/StatementsOfOperations": { "parentTag": "us-gaap_OperatingIncomeLoss", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://digitalbrandsgroup.co/role/StatementsOfOperations"], "lang": { "en-us": { "role": { "totalLabel": "Gross profit", "label": "Gross Profit", "documentation": "Aggregate revenue less cost of goods and services sold or operating expenses directly attributable to the revenue generation activity." } } }, "auth_ref": ["r74", "r75", "r106", "r175", "r222", "r268", "r269", "r270", "r271", "r272", "r273", "r274", "r275", "r276", "r395", "r572", "r573", "r724", "r725", "r726", "r727", "r728", "r766"] }, "DBGI_GyngerIncMember": { "xbrltype": "domainItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "GyngerIncMember", "presentation": ["http://digitalbrandsgroup.co/role/LiabilitiesAndDebtDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Gynger, Inc. 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Includes, but is not limited to, the income (loss) from operations during the phase-out period, gain (loss) on disposal, gain (loss) for reversal of write-down (write-down) to fair value, less cost to sell, and adjustments to a prior period gain (loss) on disposal." } } }, "auth_ref": ["r48", "r49", "r50", "r51", "r52", "r53", "r142", "r364", "r451"] }, "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://digitalbrandsgroup.co/role/NatureOfOperationsDetailsNarrative"], 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the following types of related parties: a parent company and its subsidiaries; subsidiaries of a common parent; an entity and trust for the benefit of employees, such as
pension and profit-sharing trusts that are managed by or under the trusteeship of the entities' management; an entity and its principal owners, management, or member of
their immediate families, affiliates, or other parties with the ability to exert significant influence." } } }, "auth_ref": ["r4"] }, "us-
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major class of indefinite-lived intangible asset (for example, trade names, etc. but not all-inclusive), excluding goodwill. A major class is composed of intangible assets that
can be grouped together because they are similar, either by their nature or by their use in the operations of the company." } } }, "auth_ref": ["r235", "r240", "r244", "r578"]
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Includes, but is not limited to, payment to settle zero-coupon bond for accreted interest of debt discount and debt instrument with insignificant coupon interest rate in
relation to effective interest rate of borrowing attributable to accreted interest of debt discount." } } }, "auth_ref": ["r166", "r169", "r170"] }, "us-
gaap_InterestPayableCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "InterestPayableCurrent", "crdr": "credit",
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within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r57"] }, "us-gaap_InventoryFinishedGoods": { "xbrltype": "monetaryItemType", "nsuri":
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operating cycle, if longer." } } }, "auth_ref": ["r706"] }, "us-gaap_InventoryGross": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
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or production process." } } }, "auth_ref": ["r709"] }, "us-gaap_InventoryNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":
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reserves of inventory expected to be sold, or consumed within one year or operating cycle, if longer." } } }, "auth_ref": ["r156", "r565", "r601"] }, "us-
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methods by which amounts are added and removed from inventory classes, loss recognition on impairment of inventories, and situations in which inventories are stated above
cost." } } }, "auth_ref": ["r113", "r145", "r155", "r226", "r227", "r228", "r430", "r569"] }, "us-gaap_InventoryRawMaterials": { "xbrltype": "monetaryItemType", "nsuri":
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operating cycle, if longer." } } }, "auth_ref": ["r708"] }, "us-gaap_InventoryWorkInProcess": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024",
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Stock and Warrants for Services or Claims", "documentation": "Fair value of share-based compensation granted to nonemployees as payment for services rendered or
acknowledged claims." } } }, "auth_ref": ["r5"] }, "us-gaap_LeaseCostTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024",
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OPERATING LEASE ASSETS AND LIABILITIES", "documentation": "Tabular disclosure of lessee's lease cost. Includes, but is not limited to, interest expense for finance lease, amortization of right-of-use asset for finance lease, operating lease cost, short-term lease cost, variable lease cost and sublease income." } } }, "auth_ref": ["r783"] }, "dei_LegalEntityAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "LegalEntityAxis", "presentation": ["http://digitalbrandsgroup.co/role/LiabilitiesAndDebtDetailsNarrative", "http://digitalbrandsgroup.co/role/NatureOfOperationsDetailsNarrative", "http://digitalbrandsgroup.co/role/ScheduleOfPromissoryNotesPayableNetDetails"], "lang": { "en-us": { "role": { "label": "Legal Entity [Axis]", "documentation": "The set of legal entities associated with a report." } } }, "auth_ref": [] }, "us-gaap_LegalFees": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LegalFees", "crdr": "debit", "presentation": ["http://digitalbrandsgroup.co/role/ContingenciesDetailsNarrative", "http://digitalbrandsgroup.co/role/SubsequentEventsDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Legal Fees", "verboseLabel": "Legal expenses", "documentation": "The amount of expense provided in the period for legal costs incurred on or before the balance sheet date pertaining to resolved, pending or threatened litigation, including arbitration and mediation proceedings." } } }, "auth_ref": ["r704"] }, "us-gaap_LesseeOperatingLeaseLiabilityMaturityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityMaturityTableTextBlock", "presentation": ["http://digitalbrandsgroup.co/role/LeaseObligationsTables"], "lang": { "en-us": { "role": { "label": "SUMMARY OF OPERATING LEASE OBLIGATIONS", "documentation": "Tabular disclosure of undiscounted cash flows of lessee's operating lease liability. Includes, but is not limited to, reconciliation of undiscounted cash flows to operating lease liability recognized in statement of financial position." } } }, "auth_ref": ["r784"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDue", "crdr": "credit", "presentation": ["http://digitalbrandsgroup.co/role/SummaryOfOperatingLeaseObligationsDetails"], "lang": { "en-us": { "role": { "label": "Future minimum payments", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease." } } }, "auth_ref": ["r413"] }, "us-gaap_LesseeOperatingLeaseLiabilityUndiscountedExcessAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityUndiscountedExcessAmount", "crdr": "credit", "presentation": ["http://digitalbrandsgroup.co/role/SummaryOfOperatingLeaseObligationsDetails"], "lang": { "en-us": { "role": { "negatedLabel": "Less imputed interest", "label": "Lessee, Operating Lease, Liability, Undiscounted Excess Amount", "documentation": "Amount of lessee's undiscounted obligation for lease payments in excess of discounted obligation for lease payments for operating lease." } } }, "auth_ref": ["r413"] }, "us-gaap_LesseeOperatingLeasesTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeasesTextBlock", "presentation": ["http://digitalbrandsgroup.co/role/LeaseObligations"], "lang": { "en-us": { "role": { "label": "LEASE OBLIGATIONS", "documentation": "The entire disclosure for operating leases of lessee. Includes, but is not limited to, description of operating lease and maturity analysis of operating lease liability." } } }, "auth_ref": ["r406"] }, "us-gaap_Liabilities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Liabilities", "crdr": "credit", "calculation": { "http://digitalbrandsgroup.co/role/BalanceSheets": { "parentTag": "us-gaap_LiabilitiesAndStockholdersEquity", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://digitalbrandsgroup.co/role/BalanceSheets"], "lang": { "en-us": { "role": { "totalLabel": "Total liabilities", "label": "Liabilities [Default Label]", "documentation": "Amount of liability recognized for present obligation requiring transfer or otherwise providing economic benefit to others." } } }, "auth_ref": ["r14", "r56", "r57", "r58", "r60", "r61", "r62", "r63", "r175", "r222", "r268", "r269", "r270", "r271", "r272", "r273", "r274", "r275", "r276", "r376", "r379", "r380", "r395", "r497", "r571", "r613", "r766", "r786", "r787"] }, "us-gaap_LiabilitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesAbstract", "presentation": ["http://digitalbrandsgroup.co/role/SummaryOfOperatingLeaseAssetsAndLiabilitiesDetails"], "lang": { "en-us": { "role": { "label": "Liabilities" } } }, "auth_ref": [] }, "DBGI_LiabilitiesAndDebtDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "LiabilitiesAndDebtDisclosureTextBlock", "presentation": ["http://digitalbrandsgroup.co/role/LiabilitiesAndDebt"], "lang": { "en-us": { "role": { "label": "LIABILITIES AND DEBT", "documentation": "Liabilities And Debt Disclosure [Text Block]" } } }, "auth_ref": [] }, "us-gaap_LiabilitiesAndStockholdersEquity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesAndStockholdersEquity", "crdr": "credit", "calculation": { 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Excludes lease obligation." } } }, "auth_ref": ["r14", "r100", "r284", "r294", "r581", "r582", "r599", "r795"] }, "us-gaap_LongTermLoansPayable": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermLoansPayable", "crdr": "credit", "calculation": { "http://digitalbrandsgroup.co/role/BalanceSheets": { "parentTag": "us-gaap_Liabilities", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://digitalbrandsgroup.co/role/BalanceSheets"], "lang": { "en-us": { "role": { "label": "Loan payable", "documentation": "Carrying value as of the balance sheet date of loans payable (with maturities initially due after one year or beyond the operating cycle if longer), excluding current portion." } } }, "auth_ref": ["r14"] }, "us-gaap_LongtermDebtTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongtermDebtTypeAxis", "presentation": ["http://digitalbrandsgroup.co/role/LiabilitiesAndDebtDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Long-Term Debt, Type [Axis]", "documentation": "Information by type of long-term debt." } } }, "auth_ref": ["r14", "r758", "r759", "r760"] }, "us-gaap_LongtermDebtTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongtermDebtTypeDomain", "presentation": ["http://digitalbrandsgroup.co/role/LiabilitiesAndDebtDetailsNarrative"], "lang": { "en-us": { "role": { "documentation": "Type of long-term debt arrangement, such as notes, line of credit, commercial paper, asset-based financing, project financing, letter of credit financing. These are debt arrangements that originally required repayment more than twelve months after issuance or greater than the normal operating cycle of the company, if longer." } } }, "auth_ref": ["r14", "r32", "r758", "r759", "r760"] }, "us-gaap_LossContingenciesByNatureOfContingencyAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LossContingenciesByNatureOfContingencyAxis", "presentation": ["http://digitalbrandsgroup.co/role/ContingenciesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Loss Contingency Nature [Axis]", "documentation": "Information by type of existing condition, situation, or set of circumstances involving uncertainty as to possible loss to an enterprise that will ultimately be resolved when one or more future events occur or fail to occur." } } }, "auth_ref": ["r262", "r263", "r264", "r267", "r354", "r466", "r579", "r764", "r765"] }, "us-gaap_LossContingenciesLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LossContingenciesLineItems", "presentation": ["http://digitalbrandsgroup.co/role/ContingenciesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Loss Contingencies [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r262", "r263", "r264", "r267", "r354", "r579", "r764", "r765"] }, "us-gaap_LossContingenciesTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LossContingenciesTable", "presentation": ["http://digitalbrandsgroup.co/role/ContingenciesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Loss Contingencies [Table]", "documentation": "Disclosure of information about loss contingency. Excludes environmental contingency, warranty, and unconditional purchase obligation." } } }, "auth_ref": ["r262", "r263", "r264", "r267", "r354", "r579", "r764", "r765"] }, "DBGI_LossContingencyClaimsSettledValue": { "xbrltype": "monetaryItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "LossContingencyClaimsSettledValue", "crdr": "debit", "presentation": ["http://digitalbrandsgroup.co/role/ContingenciesDetailsNarrative"], "lang": { "en-us": { "role": { "verboseLabel": "Loss contingency amount", "documentation": "Loss contingency claims settled value.", "label": "LossContingencyClaimsSettledValue" } } }, "auth_ref": [] }, "us-gaap_LossContingencyDamagesSoughtValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LossContingencyDamagesSoughtValue", "crdr": "debit", "presentation": ["http://digitalbrandsgroup.co/role/ContingenciesDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Loss contingency amount", "documentation": "The value (monetary amount) of the award the plaintiff seeks in the legal matter." } } }, "auth_ref": ["r763", "r764", "r765"] }, "us-gaap_LossContingencyNatureDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LossContingencyNatureDomain", "presentation": ["http://digitalbrandsgroup.co/role/ContingenciesDetailsNarrative"], "lang": { "en-us": { "role": { "documentation": "An existing condition, situation, or set of circumstances involving uncertainty as to possible loss to an enterprise that will ultimately be resolved when one or more future events occur or fail to occur. Resolution of the uncertainty may confirm the incurrence of a loss or impairment of an asset or the incurrence of a liability." } } }, "auth_ref": ["r262", "r263", "r264", "r267", "r354", "r466", "r579", "r764", "r765"] }, "DBGI_March2023NotesMember": { "xbrltype": "domainItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "March2023NotesMember", "presentation": ["http://digitalbrandsgroup.co/role/LiabilitiesAndDebtDetailsNarrative", "http://digitalbrandsgroup.co/role/ScheduleOfPromissoryNotesPayableNetDetails"], "lang": { "en-us": { "role": { "label": "March 2023 Notes [Member]", "documentation": "March 2023 Notes [Member]" } } }, "auth_ref": [] }, "DBGI_MaturedFundsAndDepositsWithRelatedPartiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "MaturedFundsAndDepositsWithRelatedPartiesCurrent", "crdr": "debit", "calculation": { "http://digitalbrandsgroup.co/role/ScheduleOfDueToFromFactorDetails": { "parentTag": "us-gaap_OtherAssetsCurrent", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://digitalbrandsgroup.co/role/ScheduleOfDueToFromFactorDetails"], "lang": { "en-us": { "role": { "label": "Matured funds and deposits", "documentation": "Carrying value as of the balance sheet date of matured funds and deposits with related parties, classified as current." } } }, "auth_ref": [] }, "srt_MaximumMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "MaximumMember", "presentation": ["http://digitalbrandsgroup.co/role/LiabilitiesAndDebtDetailsNarrative", "http://digitalbrandsgroup.co/role/SubsequentEventsDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Maximum [Member]" } } }, "auth_ref": ["r263", "r264", "r265", "r266", "r318", "r354", "r391", "r429", "r457", "r459", "r466", "r489", "r490", "r548", "r549", "r550", "r551", "r552", "r560", "r561", "r575", "r585", "r588", "r595", "r596", "r597", "r598", "r602", "r768", "r788", "r789", "r790", "r791", "r792", "r793"] }, "ecd_MeasureAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MeasureAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Measure [Axis]" } } }, "auth_ref": ["r666"] }, "ecd_MeasureName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MeasureName", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Name" } } }, "auth_ref": ["r666"] }, "DBGI_MerchantAdvanceFromShopifyCapitalMember": { "xbrltype": "domainItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "MerchantAdvanceFromShopifyCapitalMember", "presentation": ["http://digitalbrandsgroup.co/role/LiabilitiesAndDebtDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Merchant Advance from Shopify Capital [Member]", "documentation": "Merchant Advance from Shopify Capital [Member]" } } }, "auth_ref": [] }, "DBGI_MerchantAdvancesFromGyngerIncMember": { "xbrltype": "domainItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "MerchantAdvancesFromGyngerIncMember", "presentation": ["http://digitalbrandsgroup.co/role/StockholdersDeficitDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Merchant Advances From Gynger Inc [Member]", "documentation": "Merchant Advances From Gynger Inc [Member]" } } }, "auth_ref": [] }, "DBGI_MerchantAdvancesMember": { "xbrltype": "domainItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "MerchantAdvancesMember", "presentation": ["http://digitalbrandsgroup.co/role/LiabilitiesAndDebtDetailsNarrative", "http://digitalbrandsgroup.co/role/ScheduleOfMerchantAdvancesDetails"], "lang": { "en-us": { "role": { "label": "Merchant Advances [Member]", "documentation": "Merchant Advances [Member]" } } }, "auth_ref": [] }, "ecd_MnpiDiscTimedForCompValFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MnpiDiscTimedForCompValFlag", "presentation": [

"http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "label": "MNPI Disclosure Timed for Compensation Value" } } }, "auth_ref": ["r685"] }, "ecd_MtrlTermsOfTrdArrTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "MtrlTermsOfTrdArrTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Material Terms of Trading Arrangement" } } }, "auth_ref": ["r693"] }, "ecd_NamedExecutiveOfficersFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NamedExecutiveOfficersFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Named Executive Officers, Footnote" } } }, "auth_ref": ["r667"] }, "us-gaap_NatureOfOperations": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NatureOfOperations", "presentation": ["http://digitalbrandsgroup.co/role/NatureOfOperations"], "lang": { "en-us": { "role": { "label": "NATURE OF OPERATIONS", "documentation": "The 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." } } }, "auth_ref": ["r114", "r120"] }, "us-gaap_NetCashProvidedByUsedInFinancingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivities", "crdr": "debit", "calculation": { "http://digitalbrandsgroup.co/role/StatementsOfCashFlows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseExcludingExchangeRateEffect", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://digitalbrandsgroup.co/role/StatementsOfCashFlows"], "lang": { "en-us": { "role": { "totalLabel": "Net cash provided by financing activities", "label": "Net Cash Provided by (Used in) Financing Activities", "documentation": "Amount 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." } } }, "auth_ref": ["r168"] }, "us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivitiesAbstract", "presentation": ["http://digitalbrandsgroup.co/role/StatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Cash flows from financing activities:" } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInInvestingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivities", "crdr": "debit", "calculation": { "http://digitalbrandsgroup.co/role/StatementsOfCashFlows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseExcludingExchangeRateEffect", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://digitalbrandsgroup.co/role/StatementsOfCashFlows"], "lang": { "en-us": { "role": { "totalLabel": "Net cash provided by (used in) investing activities", "label": "Net Cash Provided by (Used in) Investing Activities", "documentation": "Amount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets." } } }, "auth_ref": ["r168"] }, "us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivitiesAbstract", "presentation": ["http://digitalbrandsgroup.co/role/StatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Cash flows from investing activities:" } } }, "auth_ref": [] }, "us-gaap_NetCashProvidedByUsedInOperatingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInOperatingActivities", "calculation": { "http://digitalbrandsgroup.co/role/StatementsOfCashFlows": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseExcludingExchangeRateEffect", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://digitalbrandsgroup.co/role/StatementsOfCashFlows"], "lang": { "en-us": { "role": { "totalLabel": "Net cash used in operating activities", "label": "Net Cash Provided by (Used in) Operating Activities", "documentation": "Amount of cash inflow (outflow) from operating activities, including discontinued operations. 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Includes, but is not limited to, quantification of the expected or actual impact." } } }, "auth_ref": [] }, "dei_NoTradingSymbolFlag": { "xbrltype": "trueItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "NoTradingSymbolFlag", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "No Trading Symbol Flag", "documentation": "Boolean flag that is true only for a security having no trading symbol." } } }, "auth_ref": [] }, "DBGI_NonAccountableExpenseAllowance": { "xbrltype": "percentItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "NonAccountableExpenseAllowance", "presentation": ["http://digitalbrandsgroup.co/role/SubsequentEventsDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Non-accountable expense allowance", "documentation": "Non accountable expense allowance." } } }, "auth_ref": [] }, "ecd_NonGaapMeasureDescriptionTextBlock": { "xbrltype": "textBlockItemType", "nsuri": 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Includes selling, general and administrative expense." } } }, "auth_ref": [] }, "us-gaap_OperatingExpensesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingExpensesAbstract", "presentation": ["http://digitalbrandsgroup.co/role/StatementsOfOperations"], "lang": { "en-us": { "role": { "label": "Operating expenses:" } } }, "auth_ref": [] }, "us-gaap_OperatingIncomeLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingIncomeLoss", "crdr": "credit", "calculation": { "http://digitalbrandsgroup.co/role/StatementsOfOperations": { "parentTag": "us-gaap_IncomeLossFromContinuingOperationsIncludingPortionAttributableToNoncontrollingInterest", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://digitalbrandsgroup.co/role/StatementsOfOperations"], "lang": { "en-us": { "role": { "totalLabel": "Income (loss) from operations", "label": "Operating Income (Loss)", "documentation": "The net result for the period of deducting operating expenses from operating revenues." } } }, "auth_ref": ["r106", "r572", "r724", "r725", "r726", "r727", "r728"] }, "us-gaap_OperatingLeaseExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseExpense", "crdr": "debit", "presentation": ["http://digitalbrandsgroup.co/role/LeaseObligationsDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Rent expense", "documentation": "Amount of operating lease expense. Excludes sublease income." } } }, "auth_ref": ["r782"] }, "us-gaap_OperatingLeaseLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseLiability", "crdr": "credit", "presentation": ["http://digitalbrandsgroup.co/role/LeaseObligationsDetailsNarrative", "http://digitalbrandsgroup.co/role/SummaryOfOperatingLeaseAssetsAndLiabilitiesDetails", "http://digitalbrandsgroup.co/role/SummaryOfOperatingLeaseObligationsDetails"], "lang": { "en-us": { "role": { "label": "Total operating lease liabilities", "verboseLabel": "Total lease obligations", "terseLabel": "Operating lease liability", "documentation": "Present value of lessee's discounted obligation for lease payments from operating lease." } } }, "auth_ref": ["r409"] }, "us-gaap_OperatingLeaseLiabilityCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseLiabilityCurrent", "crdr": "credit", "calculation": { 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Preferred shares typically represent an ownership interest in the company." } } }, "auth_ref": ["r603", "r604", "r607", "r608", "r609", "r610", "r798", "r801"] }, "us-gaap_PreferredStockParOrStatedValuePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockParOrStatedValuePerShare", "presentation": ["http://digitalbrandsgroup.co/role/BalanceSheetsParenthetical", "http://digitalbrandsgroup.co/role/StockholdersDeficitDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Preferred stock, par value", "verboseLabel": "Preferred stock, par value (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": ["r64", "r297"] }, "us-gaap_PreferredStockSharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockSharesAuthorized", "presentation": ["http://digitalbrandsgroup.co/role/BalanceSheetsParenthetical", "http://digitalbrandsgroup.co/role/StockholdersDeficitDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Preferred stock, shares authorized", "verboseLabel": "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": ["r64", "r499"] }, "us-gaap_PreferredStockSharesIssued": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockSharesIssued", "presentation": ["http://digitalbrandsgroup.co/role/BalanceSheetsParenthetical", "http://digitalbrandsgroup.co/role/StockholdersDeficitDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Preferred stock, shares issued", "documentation": "Number of shares issued for nonredeemable preferred shares and preferred shares redeemable solely at option of issuer. 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Does not include preferred shares that have been repurchased." } } }, "auth_ref": ["r64", "r499", "r517", "r801", "r802"] }, "us-gaap_PreferredStockValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockValue", "crdr": "credit", "calculation": { "http://digitalbrandsgroup.co/role/BalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://digitalbrandsgroup.co/role/BalanceSheets", "http://digitalbrandsgroup.co/role/StockholdersDeficitDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Preferred stock, value", "verboseLabel": "Stated value", "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": ["r64", "r444", "r601"] }, "us-gaap_PrepaidExpenseCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PrepaidExpenseCurrent", "crdr": "debit", "calculation": { "http://digitalbrandsgroup.co/role/BalanceSheets": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://digitalbrandsgroup.co/role/BalanceSheets"], "lang": { "en-us": { "role": { "label": "Prepaid expenses and other current assets", "documentation": "Amount of asset related to consideration paid in advance for costs that provide economic benefits within a future period of one year or the normal operating cycle, if longer." } } }, "auth_ref": ["r157", "r229", "r230", "r566"] }, "DBGI_PretransactionSharesOutstandingPercentage": { "xbrltype": "percentItemType", "nsuri": 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Related parties, include, but are not limited to, affiliates, owners or officers and their immediate families, and pension trusts." } } }, "auth_ref": [] }, "DBGI_ProceedsFromRepaymentsToFactor": { "xbrltype": "monetaryItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "ProceedsFromRepaymentsToFactor", "crdr": "credit", "calculation": { "http://digitalbrandsgroup.co/role/StatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": -1.0, "order": 2.0 } }, "presentation": ["http://digitalbrandsgroup.co/role/StatementsOfCashFlows"], "lang": { "en-us": { "role": { "negatedLabel": "Advances from factor", "documentation": "Amount of cash inflow (outflow) to factor.", "label": "ProceedsFromRepaymentsToFactor" } } }, "auth_ref": [] }, "us-gaap_ProfitLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProfitLoss", "crdr": "credit", "presentation": ["http://digitalbrandsgroup.co/role/GoingConcernDetailsNarrative"], "lang": { "en-us": { "role": { "negatedLabel": "Net loss", "label": "Net Income (Loss), Including Portion Attributable to Noncontrolling Interest", "documentation": "The consolidated profit or loss for the period, net of income taxes, including the portion attributable to the noncontrolling interest." } } }, "auth_ref": ["r142", "r160", "r161", "r167", "r175", "r182", "r188", "r191", "r192", "r222", "r268", "r269", "r270", "r271", "r272", "r273", "r274", "r275", "r276", "r368", "r372", "r374", "r377", "r378", "r390", "r395", "r437", "r452", "r476", "r519", "r538", "r539", "r591", "r592", "r612", "r712", "r766"] }, "DBGI_PromissoryNotePayableMember": { "xbrltype": "domainItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "PromissoryNotePayableMember", "presentation": ["http://digitalbrandsgroup.co/role/LiabilitiesAndDebtDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Promissory Note Payable [Member]", "documentation": "Promissory Note Payable [Member]" } } }, "auth_ref": [] }, "us-gaap_PropertyPlantAndEquipmentNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentNet", "crdr": "debit", "calculation": { "http://digitalbrandsgroup.co/role/BalanceSheets": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://digitalbrandsgroup.co/role/BalanceSheets"], "lang": { "en-us": { "role": { "label": "Property, equipment and software, net", "documentation": "Amount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures." } } }, "auth_ref": ["r7", "r414", "r438", "r449", "r601"] }, "ecd_PvpTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PvpTable", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Pay vs Performance Disclosure [Table]" } } }, "auth_ref": ["r662"] }, "ecd_PvpTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PvpTableTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Pay vs Performance Disclosure, Table" } } }, "auth_ref": ["r662"] }, "srt_RangeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RangeAxis", "presentation": ["http://digitalbrandsgroup.co/role/LiabilitiesAndDebtDetailsNarrative", "http://digitalbrandsgroup.co/role/SubsequentEventsDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Statistical Measurement [Axis]" } } }, "auth_ref": ["r263", "r264", "r265", "r266", "r316", "r318", "r344", "r345", "r346", "r354", "r391", "r427", "r428", "r429", "r457", "r459", "r466", "r489", "r490", "r548", "r549", "r550", "r551", "r552", "r560", "r561", "r575", "r585", "r588", "r595", "r596", "r597", "r598", "r602", "r605", "r761", "r768", "r775", "r789", "r790", "r791", "r792", "r793"] }, "srt_RangeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RangeMember", "presentation": ["http://digitalbrandsgroup.co/role/LiabilitiesAndDebtDetailsNarrative", "http://digitalbrandsgroup.co/role/SubsequentEventsDetailsNarrative"], "auth_ref": ["r263", "r264", "r265", "r266", "r316", "r318", "r344", "r345", "r346", "r354", "r391", "r427", "r428", "r429", "r457", "r459", "r466", "r489", "r490", "r548", "r549", "r550", "r551", "r552", "r560", "r561", "r575", "r585", "r588", "r595", "r596", "r597", "r598", "r602", "r605", "r761", "r768", "r775", "r789", "r790", "r791", "r792", "r793"] }, "ecd_RecoveryOfErrCompDisclosureLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RecoveryOfErrCompDisclosureLineItems", "auth_ref": ["r629", "r640", "r650", "r675"] }, "DBGI_RedemptionPercentage": { "xbrltype": "percentItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "RedemptionPercentage", "presentation": ["http://digitalbrandsgroup.co/role/StockholdersDeficitDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Redemption percentage", "documentation": "Redemption percentage." } } }, "auth_ref": [] }, "us-gaap_RelatedPartyDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyDomain", "presentation": ["http://digitalbrandsgroup.co/role/BalanceSheets"], "lang": { "en-us": { "role": { "documentation": "Related and nonrelated parties. Related party includes, but is not limited to, affiliate, other entity for which investment is accounted for under equity method, trust for benefit of employee, principal owner, management, and member of immediate family, and other party that may be prevented from pursuing separate interests because of control, significant influence, or ownership interest." } } }, "auth_ref": ["r220", "r317", "r419", "r420", "r442", "r448", "r492", "r493", "r494", "r495", "r496", "r516", "r518", "r547"] }, "us-gaap_RelatedPartyMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyMember", "presentation": ["http://digitalbrandsgroup.co/role/BalanceSheets"], "lang": { "en-us": { "role": { "label": "Related Party [Member]", "documentation": "Party related to reporting entity. Includes, but is not limited to, affiliate, entity for which investment is accounted for by equity method, trust for benefit of employees, and principal owner, management, and members of immediate family." } } }, "auth_ref": ["r176", "r177", "r419", "r420", "r421", "r422", "r442", "r448", "r492", "r493", "r494", "r495", "r496", "r516", "r518", "r547"] }, "us-gaap_RelatedPartyTransactionsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionsAbstract", "lang": { "en-us": { "role": { "label": "Related Party Transactions [Abstract]" } } }, "auth_ref": [] }, "us-gaap_RelatedPartyTransactionsByRelatedPartyAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionsByRelatedPartyAxis", "presentation": ["http://digitalbrandsgroup.co/role/BalanceSheets"], "lang": { "en-us": { "role": { "label": "Related and Nonrelated Parties [Axis]", "documentation": "Information by related and nonrelated parties. Related party includes, but is not limited to, affiliate, other entity for which investment is accounted for under equity method, trust for benefit of employee, principal owner, management, and member of immediate family, and other party that may be prevented from pursuing separate interests because of control, significant influence, or ownership interest." } } }, "auth_ref": ["r220", "r317", "r419", "r420", "r442", "r448", "r492", "r493", "r494", "r495", "r496", "r516", "r518", "r547", "r785"] }, "us-gaap_RelatedPartyTransactionsDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionsDisclosureTextBlock", "presentation": ["http://digitalbrandsgroup.co/role/RelatedPartyTransactions"], "lang": { "en-us": { "role": { "label": "RELATED PARTY TRANSACTIONS", "documentation": "The entire disclosure for related party transactions. Examples of related party transactions include transactions between (a) a parent company and its subsidiary; (b) subsidiaries of a common parent; (c) and entity and its principal owners; and (d) affiliates." } } }, "auth_ref": ["r416", "r417", "r418", "r420", "r423", "r473", "r474", "r475", "r523", "r524", "r525", "r544", "r546"] }, "us-gaap_RepaymentsOfConvertibleDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RepaymentsOfConvertibleDebt", "crdr": "credit", "calculation": {

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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." } } }, "auth_ref": ["r104", "r105", "r204", "r209", "r210", "r214", "r216", "r217", "r218", "r219", "r314",
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decrease loss per share amounts for the period presented, by antidilutive securities." } } }, "auth_ref": ["r27"] }, "us-
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income or comprehensive income, amount capitalized in statement of financial position, and corresponding reporting line item in financial statements." } } }, "auth_ref": [
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and rights outstanding are derivative securities that give the holder the right to purchase securities (usually equity) from the issuer at a specific price within a certain time
frame. Warrants are often included in a new debt issue to entice investors by a higher return potential. The main difference between warrants and call options is that warrants
are issued and guaranteed by the company, whereas options are exchange instruments and are not issued by the company. Also, the lifetime of a warrant is often measured in
years, while the lifetime of a typical option is measured in months. Disclose the title of issue of securities called for by warrants and rights outstanding, the aggregate amount
of securities called for by warrants and rights outstanding, the date from which the warrants or rights are exercisable, and the price at which the warrant or right is
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Direct selling expenses (for example, credit, warranty, and advertising) are expenses that can be directly linked to the sale of specific products. Indirect selling expenses are expenses that cannot be directly linked to the sale of specific products, for example telephone expenses, Internet, and postal charges. General and administrative expenses include salaries of non-sales personnel, rent, utilities, communication, etc." } } }, "auth_ref": ["r77"] }, "DBGI_SeriesAConvertiblePreferredStockMember": { "xbrltype": "domainItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "SeriesAConvertiblePreferredStockMember", "presentation": ["http://digitalbrandsgroup.co/role/BalanceSheets", "http://digitalbrandsgroup.co/role/BalanceSheetsParenthetical", "http://digitalbrandsgroup.co/role/ScheduleOfPotentiallyDilutiveItemsOutstandingDetails", "http://digitalbrandsgroup.co/role/StatementsOfStockholdersEquityDeficit", "http://digitalbrandsgroup.co/role/StockholdersDeficitDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Series A Convertible Preferred Stock [Member]", "documentation": "Series A Convertible Preferred Stock [Member]" } } }, "auth_ref": [] }, "DBGI_SeriesAWarrantsMember": { "xbrltype": "domainItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", 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User is expected to use existing line items from elsewhere in the taxonomy as the primary line items for this disclosure, which is further associated with dimension and member elements pertaining to a subsequent event." } } }, "auth_ref": ["r402", "r425"] }, "us-gaap_SubsequentEventMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsequentEventMember", "presentation": ["http://digitalbrandsgroup.co/role/ContingenciesDetailsNarrative", "http://digitalbrandsgroup.co/role/SubsequentEventsDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Subsequent Event [Member]", "documentation": "Identifies event that occurred after the balance sheet date but before financial statements are issued or available to be issued." } } }, "auth_ref": ["r402", "r425"] }, "us-gaap_SubsequentEventTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsequentEventTable", "presentation": ["http://digitalbrandsgroup.co/role/SubsequentEventsDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Subsequent Event [Table]", "documentation": "Disclosure of information about significant event or transaction occurring between statement of financial position date and date when financial statements were issued." } } }, "auth_ref": ["r402", "r425"] }, "us-gaap_SubsequentEventTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsequentEventTypeAxis", "presentation": ["http://digitalbrandsgroup.co/role/ContingenciesDetailsNarrative", "http://digitalbrandsgroup.co/role/SubsequentEventsDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Subsequent Event Type [Axis]", "documentation": "Information by event that occurred after the balance sheet date but before financial statements are issued or available to be issued." } } }, "auth_ref": ["r402", "r425"] }, "us-gaap_SubsequentEventTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsequentEventTypeDomain", "presentation": ["http://digitalbrandsgroup.co/role/ContingenciesDetailsNarrative", "http://digitalbrandsgroup.co/role/SubsequentEventsDetailsNarrative"], "lang": { "en-us": { "role": { "documentation": "Event that occurred after the balance sheet date but before financial statements are issued or available to be issued." } } }, "auth_ref": ["r402", "r425"] }, "us-gaap_SubsequentEventsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsequentEventsAbstract", "lang": { "en-us": { "role": { "label": "Subsequent Events [Abstract]" } } }, "auth_ref": [] }, "us-gaap_SubsequentEventsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubsequentEventsTextBlock", "presentation": ["http://digitalbrandsgroup.co/role/SubsequentEvents"], "lang": { "en-us": { "role": { "label": "SUBSEQUENT EVENTS", "documentation": "The entire disclosure for significant events or transactions that occurred after the balance sheet date through the date the financial statements were issued or the date the financial statements were available to be issued. Examples include: the sale of a capital stock issue, purchase of a business, settlement of litigation, catastrophic loss, significant foreign exchange rate changes, loans to insiders or affiliates, and transactions not in the ordinary course of business." } } }, "auth_ref": ["r424", "r426"] }, "us-gaap_SubstantialDoubtAboutGoingConcernTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SubstantialDoubtAboutGoingConcernTextBlock", "presentation": ["http://digitalbrandsgroup.co/role/GoingConcern"], "lang": { "en-us": { "role": { "label": "GOING CONCERN", "documentation": "The entire disclosure when substantial doubt is raised about the ability to continue as a going concern. Includes, but is not limited to, principal conditions or events that raised substantial doubt about the ability to continue as a going concern, management's evaluation of the significance of those conditions or events in relation to the ability to meet its obligations, and management's plans that alleviated or are intended to mitigate the conditions or events that raise substantial doubt about the ability to continue as a going concern." } } }, "auth_ref": ["r54"] }, "DBGI_SundryMember": { "xbrltype": "domainItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "SundryMember", "presentation": ["http://digitalbrandsgroup.co/role/NatureOfOperationsDetailsNarrative", "http://digitalbrandsgroup.co/role/ScheduleOfGoodwillAttributableToEachBusinessCombinationDetails"], "lang": { "en-us": { "role": { "label": "Sundry [Member]", "documentation": "Sundry [Member]" } } }, "auth_ref": [] }, "us-gaap_SupplementalCashFlowInformationAbstract": { "xbrltype": "stringItemType", 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Excludes change due to standard antidilution provision." } } }, "auth_ref": ["r312"] }, "us-gaap_WarrantMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "WarrantMember", "presentation": ["http://digitalbrandsgroup.co/role/StockholdersDeficitDetailsNarrative"], "lang": { "en-us": { "role": { "label": "Warrant [Member]", "documentation": "Security that gives the holder the right to purchase shares of stock in accordance with the terms of the instrument, usually upon payment of a specified amount." } } }, "auth_ref": ["r603", "r604", "r607", "r608", "r609", "r610"] }, "DBGI_WarrantsEachExercisableToPurchaseOneShareOfCommonStockMember": { "xbrltype": "domainItemType", "nsuri": "http://digitalbrandsgroup.co/20240930", "localname": "WarrantsEachExercisableToPurchaseOneShareOfCommonStockMember", "presentation": ["http://digitalbrandsgroup.co/role/Cover"], "lang": { "en-us": { "role": { "label": "Warrants, each exercisable to purchase one share of 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Z7Y'$TPLLBI\^K+PEKO=RSO=NE=O3BV]L0@3P3@*V2?GI1;% ,]!\)41$ MT4F$]R(XO5A]@NU$7&GPB="]L)YF6?CS]A1HT.U01C< >A WDM"79/B*E]H, MS &?
KI!=U=M#2"IK#MDD%0*>D9"D4#0#L3)3)/-:*(70INKGBB1#$Z?- +)N M7O3<:6 (X(O%C]$.'K\+\@SLHJ '$6"HD]X#Y(4NC10X(>+](V[!I ^T#4K9 M6T\RO,I0)-Y0H2BB>\/41^$]0+4@T Z9*(
M,:HJKO1Q"RYRV^CC#DF?CUGF#\P =O7DI+ 8&8]D"]10>70 %# MR0@YHY7*/NGOG$&6BBZGP?CC-6,L1>^90[MU!$N%UA&K]-RHNHY>6H=V&(-\ M!D3+AD&DMP!4@+,JB>
'&;@UZ#>>P*:@8R=FS 0LU[2]^,LL'QD\)IQ2GMFH-P8,KF' M&L]*1V%2%7)FFKH,$5.?:7 TIC]N&A]CC%[KI238C7%6XQUG;)N?Z"!CGLS0 MCD/<@[3)K@Y@F#:3D1N.;Z^IDZD&QM!^2$
U#O;QA+9(;^*?R"KD:NK=]6] M#$KH&A@K"]+85&K"%"6U'.-% X RU#55- 3# [84.73:] CCQ7(ILL#N8?SV MB"'L)ZJR@:0+4,EN&N(H2Q 4I]$,;(\=HA>!"O M?%;B44C\]\" R%;B43G]&U]X*;
[LQ^M#<1ZJ$! 199 L'./?HT5]73* I;M, MQMR#@3]2\%-^M007/>>:LB&'UB)<],1J M"QC+K,#!19ZC(D=/D0<4]WQR5.0%E# #"B!,D>.X*/1MD;UMM$:V!SXSRWO M!1W9 QO+..]A* P=
(:.,%S)W!5HUE-N09:QI]V\.6:FP/M;@%R(H%EDI233'1 M%FZ3&:] H6="" T>R]O#9G0OI#GL$P07:Z"X X9*,5..QEQ/$]&S8YR8LR M8O^RQX9V"/8R@/#2%[ZPRG-@=S,-Y;B-KE]7]*F]2[MJ;O8G?
5SH=,7^1ARO M]"'1"KZ2&G%T\'+[6;5)(*:<']SYS,;=^Q,0/G(&,R4\]F 0HM?(I&S(X;4(M'WEIQE1WT]V8(R&3F%$&9 80I%L2OOS"T]7& M);XK94,M\
(ROW;HP]B=KX"6OG%QB( ]X8X!S/(HE:C7. G 3* HM3$SDY% 4^@(ELG@FT9T.NV,M;E$;Q25>7<='7YU(:*#Q M2D<,^W9C'&AT?BE/V*Y](2%)$
M$]8]Y!QV(#]03! 3[NBP$2"W&$/")5K%Z!NX$AMHK-)1C&GW5TP#C;R/BS'U M2=NV#!\?ADSJFH0,&\$]#2@-RZ?+$UH88]^43)2%+;: MQSM)9)42C4XB#31>Q"7;R3/H0*/KN#0TZMPK4L/O'-
C;@.-%:#E1T0P[X!B0 M>^ 09'^0#;]7(/F1QHO5RH$S K&#-'Q3QB0&M$E>-OLA[E/Z2M&;[*611['* M;2FC^RBV2]RG;U^O*OI*4LB&'5G*EZ.!WE8.+^B@/*ATQB;9== / M?>A;]1@9C6;3*T&^1LO
_+>]N)]W%[J^B T;6]HR$/OQ/GW5.F@OI&!$C]=>&6IX'OP!)3= M16]F%2,7K3A0ML,=-5[@.WZG:"AI>R:VY&U?AE8CD' ;1"YY7C=L!1&DX4[M31T (-]G F'- 046PB TQ(9? [5YYB3]'DR%.?
8;VT/'S,ZC*.5RQ/;.[O1U M571 L^I^/)HQ]B([!DI"I*X>2/WN#IV]01:]>YD[93O/UO##,CY6K-F$-5%@ M 1VD65^6!NTAU'<;/;2#T!@Y8KA;2, B,[G[6"\ 9(4 H=FAVLS38(&.?$GH
ME88F)GIFWB2V9%P M,^GWD7'S05]$3W*S83ADXU]K$:#H;$7,6V)?8X:#FQ>6 M'RN"H03OAT[$$Q#7HRM'C],Z4:$S],KB=:]2N(@2NYH@@A9\E>X:&-(4'SVL M@0:\]>CPX9B?
OPAY%O,7!1F&56S"P. X# M'[2]3A;K*]C] D:2Z((%/@GH@ZK)@#5E(Y ER7E\5P?C,%$@,]A7O#?8PT] M4NR/])B'U5A]:,7'2+) -F83^&@=&DRE9VO67FR^2I=G6G6F^!%B&SIW!HA
M'LT,96C>L[@+,@=RROYR\34,V>$/0PEH!!X$I&ML&-/S#Q^>GY /=# X&ZE/ M'VK-KZ<7%$71Q6*9HJE/']9O7KSL@]O;K'=-<7YW@P3=@%Y '2]SB^5([,<=]M?.M]O?
6:STR=Z=D@!#%YP3H^L7$/&+,H6,L&0),"%*$Y0H5Q7G]CGD);K=TC)XL-4723^] ML%P-7RPPR=QXHX/6#Z[$OC% V5]](0S&EH9&7F17O8-Z8 QU?EL!F*LKL= Q
MHRP*7W+H8>@MW"R:+M!<=LR#!*"SKHR+>)V+YUN Q,F:L("=TC)YMAN M5!;98]&>.'(6898SH9E]]>P<#0P@%=WTSO7+N?,74U^[W;- 17P PYM RW!T4$NC12\,C=2AHR#
0O'\UK[,!5&7G\9:5H(]XT/NWDYQ]"8DLH,9B]3&WQGD(]IG MI"]HEF\U%98B4\8D]>BZ8C;:%]"COVQDMR?;"R8W;[+ZQ@@N'N^#[ID?LC) MWKUE[O@G?N?XWPP(?.]8?@. \,N+(P='=B*9?
3*'C;^ "S&(5]Z31$FO84CM M&;-Y3)+')!G ;]Z3O,')SF,2],4D^P=!'I-D]B;9%S@R&9/L@SEQ]YL^I'* M8Y)(F"TF7,$2>TOQH\=L'L,D [-Y3/(&)SN/25(9D^P9!'E,D]689" @R&L
MDC1S\M]M/";)2!ERE*KT-X[9/"9)!V;SF,0-3G8>DZ0Q)MDW"/*8)$,O2?+[M+//RI-SMCGDS:+++5ZZ8S=WNW.W. &9SM L-3G;N=]?/[=X "'*W.S-N]![MD4K5\SF,4D>DV0
LWE,\@8G.X]\4AF3[!D$>4R2 MI9AD+^#(:DR2$'/<^G;E*R9Y=!+OL2]7E*RYY=/,E,9]'1SE8 M H,ECZY2$EUE&D1Y=);NZ"R#X,I.=)<)YG(+YN8K5GE,&+M"X4)@OIAT]= MF,]CPCPF?
.8SV/"'"R!P9+'A"F-"3,%HCPFS%9,F %P93ML2.>2[$\BV7]/*M!^;SL"4/6]X YO.P)0=+8+#D84L:PY:L@2@/ M6S(4MF0#?!E=RDHK<[D%< /RQCPFC%VA!%Z^Y9)>OO7 ?!X3YC'A&\!\'A/F M8
D,ECPF3&E,F"D0Y3%AMF+"#(KNS%A*IE;6C W+V ,8\+8%4K@M7%N#VOC MNS"?QX1Y3/@&,) 'A#E8 H,ECPE3&A-F"D1Y3)BMF#!%X%]>Q]L"*WFP$Q-I
MT4[,)G):=!YLY,%&)C&;!PMO<+)S9S\ESOY!09 [Z^EVU@\ CNPLP.R3.?D" M2AZ3Q'][$Q $PF\4R2 P[/!*WT1YHH]UY2'2BRTY? M%?%G:\+NE351?D:TV=3&K]WQI0,,0\:VM3K2 /ZP>DD=/ZPK2+
(*8Z]:*LM@@!YT8XC9 M1^0*UW&D"U\R$);(=+TPX/3$&@2;;LS"(:H49$$9@,X8 -. -(E1@3)]C[3 M@'XY7Z%>AX^09Z*DC-R)WC"[?@ 5ZQB[\REH#ZN:)B@C$YH,DK8C-A8:1""=
MWX"1(#]RZ!T?]-*E]=SK&2\%209' MOXCH'.6Q5GFP>)62SB=V[UL*.^3K^W*JSK>@MSFTWOV02 MN]@]2<8;=-DMAQM)4S Y$7TF*9(;&%)306R<(3RXU5=!X9^.;\5]@:
MKGQ;VU6QG12'*N?K<.A[@@A;P@0< 0;:B@B&87"PSH0CGGQN=2?58BFI#OIK M-9%=01L!P]IO0M %#+1W*+#K\,Y878*'M2M)TXTZ80ZP,'N\TU3!W'\!/(TV8 MK"+S6)8$$,B:D,7:;&T7B!]F)
(S+0RU(K"A1)L0Y"DQB;H![(G3K-4$#>C5 M@?&L.N3'T<*WP,F;G,@YD!T!6)RB6:O4MM;H W&\%U5\0EMXSR"1.-6M+D/ M]9#A1X]]Q=PM9XZ.8S-,7]?NK+$!70Y#[JDTG!]- $-@V]D-JC/0U \ Q
MDV;\I%FGK"5?+4UP:79S-W!>(0*)*N]]]\!1U^Z/T+ M??D(BL^VQS?;QWMT2F!+Q)O/^(%G?:^AI;LKN8,7B^4-J(MN =15+P7E\9AC MC"CH"$+ C;],C*UK*%MYGCNV;QNG2]X;17-
XSG&=X5VT\ 6L(Z*Z%;3!&'V-V7?$('4;Z,%B*#P%R<50^ 6V[LIG M.P5Z@ VA!]A$ME]DM.-V*M?2UL4N+\TYD#'> M;Q<'9W5BF>7+?*G(9W&64UU >:DE@^D*X\X4O8P92LH>W MOPU8+1<
*6*X+);DY\-T/QL>YR=*)U;H 5F?T( )5=-FP70V)=UK8P;7&U MK=U+H[&Q >XUKA]N(0"!)DD',20]+W-4'@*EVE]#E68&E 6#RAQX^XS6T:PD M&LFA%^0 2!. 7)96V*">E?.>1!SVRA:'/8=-6F
3>$E\WUM?=[H^KK@:(Z6 M2H7/XS-?<;"3]0[1/]#A770=77:G8=9T#(#VV*WW5) ' DMNNW':MH#&A@U7 M76E077N9]FUO5W:K!5,4G7@Y!NOE=.CZ(VC1$KB,T&7Q)9?
\]QG^.^.1V^AN#4Z? 23GP(MD=:V%5LV>76 +$O*]*](MX+V" SXN?$R MA;-P!+VLF\I G8"%5W]C#O!QZZO>]!<#WA4!H R,ZZ!N:U)\AEM<@%X"6?41= W0:W'0L#9RC6[%K?MF0-5S1 M2?
<2S-&4$32M+A#0AVD$V!FKSYI]3C1387 $ILH3"B[C/:0&25$[0.>VSQP? M!\+'^C N454O.5SG@]=P(4X=IO;P['.3[2H/69CJA?N4,O?QDSWE7 M$T3[0[$CV-A ^H]HW@]%]4
9H.WS\Y9@S#3H(2Z =K:]#H"ZI"5>Q*],Z0+=*Y*7=&4^&,KA<=H]D6B#@ MO".N-;1WM(C8^F(ZC&=]Z34$,9 MIKS\E*,E36@IAT!+,5&T(?$K3%EC]8#H]7I&;:C8MY<@F+M3S ^WKKW]XB7
M#9/;&1R(B"RN70;M)XXAEEQL9+Z@>,1(33U(5]]A\@PD7-F %Q36)SY77KGR M\E)> 1V M+]8/HX M6]*$;)86Y]],PIA/A>PGZ-XL(DDFG.;(K1;,/P+F'7EG0;N9HH(Q,,Y!RX% MX$V3*.^6(TS2%A
I#[']9V*\K'CB'NG)/8C * FGE^>A9[@ OC 4-Z-N>;PT>7Q/R]9"T, >7B-(31/0&0]&= MK=D$:(*A;]+)]C7R7-YIN,-=:"H$TGQ>*O%)GPJ*VU%H3"1Y/FYU]OPM;KT M"DSBX)/Z% [']I(?2STH7 QZ0-
Z+OOG"D?SZ7*!>)* K)X3MS/9%"X$T: M*!0N/L'1VN]^ED1CC)Y% 7,Z\D-?U2!OS&%=RL+@D> @+W15EL15*M#PK(OM M(9O7T ;UIPL*$9NM W<0]V&%NF.;A?T,YB.!U'5!D*61G(->Z-
T"N(G3KZ5X/?Z]P5. UZNN@]:3UQW2] M#!\'K;6B*MACD0:$Y1W>@^%Z8;BA+BM$3LUX1A@8% H=V%-"$5!\ 0DX=[[M])Z]=^P15Z^8XFWMP,]
VUR@.^2Y:D@BI(R^O<4,A']#;\:V'^;QA9 #,P(MA[GWQ17H@'TR-/L]"/B"@2#;7(%W8@ MDR':ESB9]FP>FP^!POG@K=<;PDA*K MV5U#=W$-
W=]F,$@"FCR !U,5!LBN0)]5 LSXO\I/]G40&NA#59LF(QK^GTHMQ MWE=5&0B*HX>[CO/%!;74A%MTU]]F%I]&@6%:)]3]#!. $]T;XBNI\;Q-*@+HUI MM=9%/],5EG.."/X?]L>Q!RWL! 'R*Y4[<08
^*OC6+"S"80 "7R-\P/M2:@ M= CBAIF7(IH(0+>-Q:% ^1S N%E9DU+>34I7"#V] MZ("I8:..6(K<&&5Y;917D@ZUYB XLBOXC>X^SLLO5X.Z#GX,1^'5T,HXBF[C M6"/E%&>)MJ]:W1KHB&'
<6^,$K/&&KZD)BBZAO76[S'%- 'PK:9W7/VP\]FZ9 MX2$A@Z^OVN.3]D:Y1:1ED+G4&N7M?;76:V,@>NT5,@'O';Y*-!9!MFSR$(D/T MS(NS]8]OGO.7+@>.<6U1E).EJLAE*T#HI,^2$G!,PW-
FA#3P@M,5O+HU,TMN MW+3NZ,[QS^VMV*7NZ7B\C]3MZ[3@-82Z0)'<13UQL+^MY HWN;TFRBX!R/4 M,A4&R"V(#WQ6;TXNH5&M=XCK^ ;# M'4DT6[6S-
P;0=XT7R+83Q"]'"1+:@D^$H!/Z% S0#/WQ8]K+BKNQ?Q3 8%&@Y7 M^2=Q=;]F:FHKJ@8=0F.>XB"AXEP8N=?4F6)H\YHJ;M$\K^SDIO7PO79S 2>. MZ*.@@P$]U3# 5%.?
D%"MIQL8;E,YI:0;ZBH@"\]"6EOW$Y"LS"@.602G]U M,7,A^AB R:X LRN]-W2*?-PE<12B:E3-4*%X98&@U1-TD5I@",N=1B/&'N.M]"Z;OFV?U9YPR3UYA,976,*G >(O0DIW%8(% ;"8KTBK]
[GX7YS [R5O4B MIK*EGKUW!9^=)1@L5MG<$G*Z445R:NR9C^W#+ C?&YBM^="H,G^;71 B7EK^F69F/ ? Y09NO11/S& #*:(-]9REU.Y"#[MCU>[+7 W?I0/5H47ZD:%%>\BD+B?
##0",&RG((BVE\-<346@\Y)+QI=7Z&+R M\Z]"/UX*)WYI* *f 28)I[',@M<\DMW]'1B11B U2Z=@#K[>2S!:Y:*/;%L MO;G?0]2&-TQ[B9.H24'/:]($ M8[%E%ZH[0?LNR#-
G;$"F#N@X1WO5]^(5S"IE[K,]"(@PA(%"F%302,!-[PFN@; -Y8YMQ5N6QC65 M[1ZA^O>7]D/Z $OX\@[-5Z-I!T%.]U5;LE7UL!& WH<+3U=KNO M7^Z[E0?U6UW]' V+4:A8
R&]V[+;;R+QU%L>X^*%*."?6]\D4+8/&WCD6P[P M:^DPO?F&G=/E6HO& OH6)?9X> "F^O6G-HCF!<2(=<;#-?B1(W5/OL&Z@HI7 M-X@&7-9HC:4O#-"#++W'C5O?3@2[%R ?+
(6<0,%64Q%1H1HXZ<^) MP1C N8 $/!+/8X!+5%'ZW+&CXQW]GH#@!=!6,I$09-E;=#AOW]G$LK&0YO< M!]8%)\F+A#R+]@!-/;566GZ9S2=LQ)Q4!P;Z&>TI)43X]S+"ETXU. !X^8YF
M"+P77R?>P>=!G!+Z#'H%,C]^':K[5LTQH*Q3ONSL$HEW@Z';[;&\)[$*RWO MZ(V/ \/' &Z'E*;T)46. !O8]Q$9A(M/I2H0A1F,MG6QL9F/4A MM9FFP9O-#=GM,+7ZA)H+OD6EU' MB)9*+/8['WJ-
Y8@K&\@\N^T@FH#A,),. @1D*!.;]] X39X3 ,9L $X[BD?3?@]%,%K#:Z!2ZQ#LT!:6/#,@<N< M61<88PGO)NBG60QZXF3=3UATKL0?Z" WQ1N>FT7T8(-B N6;&W9N'CS!!;--N>G,"('(YL3B(Q
#X.FD[$C1$QTM1G8TQ8/Y]X0!"!$-) MD:Q=,02]ZF&HC]N(PS 3'^W+/"^P2#M9D&: >W$A<@*LB[>0:5\I*5AO0673 M+$T"V6V/],CLX,PHH?76Z@Z"DUN.=2WX!D$?$[6!]EA7L-
FXE[!7#4+G1G$2KP6D;]=KD;!CW MM!&K?.9"1@\E,N9+BE MY]G,&!?9D-#&-<:&.3>B1HDZG"?<@94N;@ZA+TC T>/45?$E MQO(^?]H;E46-;5KWJM)&ZNS^6/9!K/(;..80MINBJWOKR .;. ^RT6X8,S=
K.8&)"NSMI;TPZD^&' H*L[4$72 XUPX M K-EKTO;0!CDHY?)))T'. H@C*0!!F%-:A=#?2(5 MG8HE"]]H$ZC C21NJ^]GWPGO72/NC=S<:H>?QLNR7:?9HM==9H??*Z\S N?H MUU/X+;
[^FH]R+LW&-]GTW53TF&!\S!(;/#VGCX$LVT),O(,2B1-E9F^UW7FH M]V?$+TB>!2&4U=V]6:R#7F7:-+% Y2XC#]T?+SS?^%S ';L/ZB(CG$O/*R>- MONW9,4'HB*6CJ]1 %+?4]-E.LV1! (-
B8%MS3FT39OMXE>5O:.RP3R KS TS ML(&!E]8G-7M3R=+^-$USO=?9Z 4?X>K>;4]V<;S%5XX@19G8\5TD-[/5^]!? M71S'21?0B0XKP*9714"93435$,% @B'6*6%]T/\];;:N3@ET.!E^]'T:'5LF
MBS1+3XX Y M>+BUO4J>Q\,MCI-+Z?%PAYX3-."\&9TRND W81'CP/IS7G8NFUL;9Q%' G[M,]E@@(0V;RS1KRSF;-??,HPI6V6NZMCNX078%G<\H,7^W8U3]W<8,G&A >"WT M-0DD9HKYZ 1 -
IGP22#&&M]V ^FV:Z<774P^M ,UI&<50 T0;C8S2*G3!U8 MG/)&+&$&:#6I]E:;5..>U4<[9GR*G7D^W-&.<>F[8=&V1MFM7MXTT]$U?[G9Q[^@N]&=UEWWB2@%9 MZ!6]3WP?
7B1H9@:%Z;1] UV$\ 2U*A0GD:;.E-$I%55[9S01OUW#,61#%LF M&9Y GQ&\+;UM ;%'4?311:WZ@[(3]MI (EKM;H,X;UQ7[^O-UC4!790?\&/A MIMW^BO[&]V3?
FA9;2&&]1U8PR^;]+U=]N>H[L.IC3B NJO==HGE&7#5;U5:M M"2/09@O%956D$';=%X52E[,64]-F87%0:(F7E RIN4R1NF R'>]AK(G0N(&# MMZ&MTX:]G0O,7'T62;D9%<'0VD@
M&>]SNW1(B2WF=BD#@IC;I=PN90=C^]9+IGZBW]WI1A++L[T[^8,T-NP$B03<\< MGSR;N^:Y:4C9+*6:U'12E9N&PV-L:1]J6;0-Q=,+E,HGT%%$]L:A6AF(=) MEP4)R,U";A;RT]-
=S@'OFC!/]@(:VNX@R #7#UD;]#]@-,D0P)FQO]!OTFD*C-E+/6EO&M&1(N0= O+ OISBW!]%B$SNPUHYO2BT[QN M5;L/]XW\%-!H^M:]T]T"?$#X @Y!3Y#Y+SS RD4B"L]R.
(Y@4Y^ @AO CL# MR@#>Q'PDVE/6A MZ\Y#UM$+<1W&Q MT 9>9"JW7;M=.++B8?]Z$KUPV8-O%(B=C$<,O6*/]X&8]"[<8(: HXEW5 UI%P(:9EN] D# H!ZHVB0U?*NQ. 0=;@S&$-]7+T"
C78\BT<>;+E+0Q/-8&HPAMYY^0D0FJ0 MFG6!,VAM-,01]*(SHCL&,MC%FP&/:)XR=) MF6W2K>]Z!"W5^O<2LFKB^K<38;[Q !G*RMIWR@(/!'V&\9.=,V7C611N.- MH3Q>LKPYO)F\).D9 67
8709M=X]7LTR000!N,32!% ,@DDC5# 2$#=BDAT MIXH7"!X$31+,HXW@=P-U,A4T;.0=B/$!2!-2@!!D&:HI]ZLPW<?"!B%H@%!4 MX\2A+(;7$Z10(6)09[A,.X0NY.P#H 3
P'(U1,R6L4Z]*.H/W M;R]4KUB(;!H<9&EPP!I&NCI#;T$^"QHK>8*!/C0'/=.7*UA M%B!D0.%$FD M=: BF:CH"9A?2>-H'Y$S].6[0+51;M DA@NN@L,[,Z")"%+?V<2 .*'Q0;
M';T)4@$CWV>C#"F&-X.1A!0O$DFHQ]$ZU^:(+Z;*> ;6*\S.4U,5CP2^0AC MY^KX)9@"G/P !/4;4CPK]\CDF#-*YH0T<'!]ZN0$762- /[:GXDC?,@B?)&- M:=W676@^^P)]SHLKU?!K1 !5EPR $G1]-
IG;M(SA=XAP2Z^>8>$"OCNOQ MUERMR F)!;8%;$!VZ^+@(6402A5.D)!'0U@&PE0AP42]62=!%,H>$V!I(MVF V@0]73"4L&"0 B)-B?Z!RIQ0!P.L3C%63?,&=8\MN7-U9DK.+LUC609B M!.$-
I0^8^R;,]Q%0&6$A05$XH@Y3L2EZ/E0OOMVA?U4=72"B1R NZ;/1"#I,4-PMIVR?(VDI403#DBTC,H)FCY"&@8T1]L<63!A^3U2FBRQ=+T/S!9^IHZXMBG"!W
M/>;1DA9O%T/3G$3]"SCV,:70MT"^#8H*MMT WZK/^CI,[Q@(8Y(J0O7=G*!7 M0PP2+FK?E!LGAZ'<0*)FOT5I\'V0##9)Z+9@-@6G,;>0VMX:0@U\ $35 M#?@.%*+N\'1P6[(/Q"Z.,S
$X^MG4;)%OXA%]%40C^C>W#D<[WH85DNDGEI^V M3>B@KRD\0@Q!&3./S5XX&-@8/ /-U%Z6NP1P@(\!!*^#8T!XU*#%P(2)]IT63A MF41Z8 :'!]7F$6EQ0NW#T6,I.$-1T8#3#
T\27!4R%TPTCTI@^]MIW] MA;V"Y"KPYI7@F4B+-NUB&0LV4T]Y&V@>F7]V3S!'U^T]T3 &]@P9 $LFY M(;!I2& G,*U3#^SR/2CCGDG3>R]T-!3N6]V]]U:LW]SVCOO2!F3,H\BV3EG
M%W..R]SH,Z+6;G7:-\UZM=NH.V8^;4LZQR SB2SNU9O7S6[UYN3ROMJ]=XCK M^ ;#'0G%NG9VJ$&?0> (;>!K;E0!7YBL.'#+I0'%H M$)W(C49:!"$1F+Q[:%4?ZE EU-^G8Y1[TO/^W#@$F!?
QI<=2C1Y-TU7#E#% M/I6'RJ!.0R=O-H$CF>-IS'UA&%;2<?70HR3GAUQ@ 8>H@2-W ^Y.E:$9 ? M*E0WL-F\0P[B:NE8X1F*Z9]O<I[[(GR;
M#9\^TZ=;'^XN!BL'SP8C,*Z1E-%6(K^M ?ZJRV(MV4@9#X#CZ0.!M9 Z# MV:S8W.-D?R0LF5E(->T4LVU\]QG6^F0:PM ZI2YDN3PO<^-DXQBG RD+ %-.
M#\STPD@0IH5"5=>A4]KVT5KEP.A)E[W7$?6]R'^[+BFW =/=^] \V.-Y&]G M@PVN.6!77KL V R!W:?5>9V&7N7G0K^1H@8U\FD-R;S9BY\+^>4HN&L/HMW MZK?
1]>7K*]%C5G=K#9,LZQUHS1>^\3R%$SH5,:XS5W+,'#!TO;](Z! 48NQ) MD%&6KI!FK4!$V;0Z''*4,XDTRS-Q&MM==Q]]E[O6R 7_7/E\V /T>)"*KE7!11 MKFI]?$LM:?IS#/:Y\-GO*'$]0! S?
SCKEC74EHN[S^]^,^69]+% MM?LDO9PK]G*%9 (MERG"!-YDS<"YKPDXQ4M=\-'W*+56U=M#9(*5*7 M6FXC6@.BX'IX^+>9V [W5'HQSI791%0-$0RDB2"?$M8";N;.T4R' C0]4/- M7ZZ0+%?
\]&&5W(MMHW7EC3M&CXCI;(%F"BR]QG0Z-,ILE1BX^.YI[Q7!P,H MBW"LBHAW=M]#9Q".T8G>@L8EG9=E ?;SP+W />/6F6CJW!W^;7)P@N6)CTD MH0 C896Z&R6^>!5 --G0*"D521:U/O>
R8$,4U)<=!.+3B5A/?Q)7GP%$?=]8N1Z6P+&/9@EFFZ20$B74(4E-I" *J-H=:8%VE$ E:! ?< MWDQ5(:!!SB7Y/=KGBOAC:08;F@?N0 M18I* OF< EW&I@*DMAXF:%D]A@K]AG,IC [?
TN=G\R>K30%TO>BB3$-+E]E]]V7!W2*EVH5@O+K4#]\DK?=GNOY6\ MRE^ T3]*31I]R,=B+=%5#51%[*H0#A,HA/,]BWQ8%,"@KE*"]7]6 [MPCF'G& $X6% /&K2A'A$N^35>4=LA)]\ P[] 9
MKSXM#O=BAI%U-8DC<9K3K*!'E97A\:SH*4@;[*+?0'D]APZT^0+!W52\L* M[]QE+'Q, (6,BAH.>][@:U45T=[4-6%2Z7EK."] &3P ^C8Z% ;S#CIM-A'^
MX5T*G3,NDY42"V'1E:YHKD4VAV,BU6N@*ZL)"1,01FA/:"F5832VGBQ M=L5O ?N7V>#A[\^RUO1*ZD>E^58#FFY6X&29;A2+Z4T41@ M:#;ZRUMHC[9"5LH,R=")>&C.Y&
=3%5=.LS1K@G61/O-C*IMQO,9]V]%K <> M-@)9&54 V(=.Y=(\0Y8BIW)3RRUW=(?W*WF28Q,Q]A MV2)/,C[*%(.7[CIK&,,A;>*ROQ9?HN-S)]2&68*3Y39]QR\O.7 M7ZW]YV]Q9O9LNIDS?G-
9P)GP\Y?YQX\)#CE\&R&],^@]^:HB"OB4 'FQ +H@ M?!]9]9D*2]*,MU'-,D]A%<*1SH^[\(>.*AB>9-DB2?FH.@DU/W]+\8,9 16 MLZ:*&,\DUXUD=H21 *I]ZAC]X'&LRA#,NGF8KZ/V/; B]ICF-
ZF].58OFS?- M;K/1(;]M,M'IMFM?]=OZHW[#MZ"6 I(-+X]-+N 4LC>5!'C.M>!^UR[5\'7 M[Z]KE[7] *;-[2G;8U?*RTO2]G+Y,/-,N93/W@ES5,&X5IMQ4WO]RWWMO7X? MB]DD^L-]\%X5?
I'K9;%XN6%N0O=WKO+#O^]3"9W:+4)!H,ER>=^+IWOE MF:L 4@GM+Y9('BJ0"I4DG9Z#01]F0%RU@+A:T?'5NM04GW]-?QCRE O^GP/6 MQ5]DNQ4O.33I81?> 7 W@ R&3O?RD-
M%DF.CIGLSQT=WN0Q?A$R6^&#+)51*1 MR)Z"9HQ]V]"HIO4Z)=SYR 5%TGO]5QONL4;C!VR M?'7<'PU3 2[2#R^D6;N^23)N=O4UNKH$M#=!:;8XID MQ4?&
(}4B&X2EEI#Z9VGHH@GH(Y4G8CTTCTPF.E0+@]%FJ]@D8$A^0TLUP&X7EM M].>.;O2?P-?XOV+N?/F]U/ZTDRZ]P):'?U< O/]\=F\E:9MN5%$9VB.K#OV@Z'!A70"9 M"ET$PI
E#A7)970;F%^NN0M4:#>:(5F&\]M<(EY?W2%0R,QZY!L9L=[E7Z1B M]8EW=4M7>]$TG55FZ?$C[-GWX4[F6&CK 7L,124&XRYL(%Y9]KS-"AW5X. MY6M)/ID\1V-K#94=+\ZWB
^K/7R^^5Q^[5Q[E9WO?2OE2F65G7<+\P5@?KY M0 Z]D?]=]8D,(.FA<;E2H4L,7F]56+SY:YC0D<(-,G0%%FFO=>%DBBY))SL>.]HAAXXVJC) 3CZ(RVS.QBYTM@:G7?H$! M7]Y^Y=@]E5

X0\3#SKX+=P)(3>C$-LUG,$\9F&FN0L.$C@WB85K ?0(+4]M2 ME<'"\CC%YW<53(>_'GX^7P;OF;-)ZC;'5$$'OKD[IX=9,/+BDG\Q8L)WY.!9 MZ$-&3;TEQT%GZ ."#@8%Z;4PED01P&L@\!CII:_)D
'LZ45AT=<\5O5?!T, MIT-L*@-U KK"B\/>.3;=6U!NC]]?1Y-F^8%+IO^HKX --=(VB28,X64I T?K
MVWO,40!!"IW%9HMEDO+1"#$/QL).F+LM#.UV)SAAGDF@U5(S&W."M3=B1VG+&92TR6112&/KCCG* "!#X!-$SXM#Z, M>$H<295X%\Q._LAQ'#RP?+'9:-[YZA1R M,E7$Y#*5#N:[-
Z_9W)K65*SF(7=F"%\U#$WJS_I5ET5!<\0_9HJR_2NZ9E MY2B7YOR7\I6=U'G4;2&R[#D)M#>N 4QHOJ,I9%&IL]FL&25@)MO'?SJE MII2C*'QQX%A-%G1HU_'U9@VX7;'ZH(A
AX3@,MN5YRX*PJ%R+E\U>Z\E19G\ M^5+]4OZ6S)KK]L]M'LSF\(^8VO3!.R"!)/'?Y:%]B$N5E0TMJZ.Y$[2VAODA M8H;= ;TS%C30&RR,&NO%RK!*\ZJYS?;'"S=;7[KMYABO0$!V:7N8&<;F-^DYO:!
M46?H02ZN^,875N80_X/FG"36 5O>"ECS;=69,58UZ16(AY$U'5-!" LR-F5N MNW)U'<+>9F? X=2$!OX M7PW(_T/1O\K_P*K!G($$=)S?!&5<.LXQ' &/QO>AT1-+6?#AO*+EI MB3;::
;4E\D)9I3<392I8U!6#4=Q#I$E!!W5&,! <$RL',!,(,CB)SS-&/" M*7IMBH+P@Z 4/T-H0=,<<<>PP]L@C7>]/9*#*>7A;#[[JSRQ"8 M!!!5)]+C:O>F8):\#!,;;H9U2WPRZ56^9N?77]I/-
^CT63M%V01_]*^I9[\+8(?*8097M"O\!]9!:XQ#,+/C$< M-;]PE7A^(:F!))QE" 52O_M"#I-K"#4DO]55[D.JDFSX9,/2.]T4P.U&,HYD M0XR8W1;R-I)/.
<0XBIV\!Z_H/5KB80]SX;4$8T@_)#87"28A0ND+O[M##I2* M"#6F<*[5/A(288;C^ZR@ Z4E0HTIFN7U;;;B)"APR+B1I$AY@B+(;- (+'X M)D#5L X#=N"VER:U>R9BX7(,M32QQ;NQC&+/,5)
;*9M73",45;':3) M(N>VHW6WI"&'.A,XTA&)"IHVY?#8DY&I%S0XK !T0@;FLLI2!1X MMMLX0 C[^O/A]NMO\/E^-ESN8!,E?2H+\W/4:0-\)).9#>1/"(Z3,H',&.2 _M$J)3"[H;D@FVVPIOLSS>B6.?
1?KN?-RD$,3 MYTN'!%F6V#)Y-$M6*AS)<=[*)-CD>9#AGR2E;9>BR:HEC9Q]LK[_NWK'7^K ME!XF^SZ2S6>G5-TQG-468!D&L\?!9ALS&$#QA&Z 2E=(BLN/NXEUBMS52_A3 M&<@BQ?
@Z1BNNMLK.5,;]<>EN:L;LM+S0+;=50, _UOM7S>A].*-T6,:1=W@] MPISQ86"*;R-$==:7@1OO_^L+I-N?$K1!K^N<^5F36;H_;%KCA98T^T] 4P.4 ;R)^TC@A"4;)0L!22*#WY=576!E/$@\'R
QD@RY8< M8F%&?T,]!O;?]V^ +KPL3'5(B/W|(_$LB<88#8SZQPW5V[LX0V;["?L6@V[/ ME.-U\%H'TVQV?22Z\RE\?U6#RG#PD6A!%6FRM*4B[G'.FS[8=Z%?E@K&UBZ? M/D NN_!;
\)CH0^@AH2/GN+99:9 C#6DQ_ 3;=>@2X3)5X<$ZIMN M"I[@P2(G8Q'#,5CWI: SKHMW69OX=3,<8+UYW>Q6;TXN[ZNM>H>XOF\_W)%$ MLU4[.^)!+Y==]<<>1>G]D!K[5;]T>HTZB?
P4Z=]TZQ7NXTZT>G"?VX;K6Z' M;%\1[;O&?;7;A!<<,8O>/;2]#_4F'/W[=(S2\K6L+R7D**"+SAA>4I(VROYT MN!W[LA3;HVFV]]I\?C!D];J5[U"KL=D$#F^.+X%FRG9DB +2K):74W-Z/8M+
M*JP=2@=O(!X]V [3,]@T^$/Q-SNG;V@]\2XMVQN U3[_4>V\CCN7D&*.9! MKY#%+8>]N45I<%1H%0]I)9983PU7X'][&*5%TK[>HRWG]^W-4:]W6A49'6K?$ MOO(^6^F%
<1!\B9^AN]8H7]YW2.95$/-;)!K1H8G2R$AN3SZ>U)"7V M(?D]URB5QK08MXI?%+N1!$ME6%WY9XQ/R.R%,9G&HG]WX\U8S-S]RO&Q5WXD MZR2M+RE?
KA3"/0%E!]XT=8(RDVAQZ8=DC&MX2R'0&B_6:71570?POV)7>.E- MA.N[U]G5S][KX]_^\//H:[-=]SIK+ESMBA5)L\5_W%*O+6 0FDG_QAF^UIW, M/SL7'^U(W?
7Q&XN,]M7,/R%6$T,P>G6!$=UI+@V7"A2]=9$X=&TS0W(<199= M]ZNY\]&5:^[2>+33P2ZF@W6=CO#GK4.1*)$LZUUIDD_'BG30\+^&NE4^0I^G M7B$YFB4YOI1/2##YH'?)1X 6BNO%N23-
E$B:=3LM/.1\>';B]*FZT1Y:O.E- M=-L./DQO!L6[!G/W-4R?PQ]CR0 A"[#0;G7=0)EM98AT\:5_6SO M-VVY]UK[?CVXK4]@U6?VT&^8V2C]L T>%"26FF-*#[N5S<"R,K63#[Y-%M<8D M7 ;6Z53N@?
3BFY?A"AWTT62)@H%?N7R2;P.D&6(MM6N@0-3)546LBA-)D9 $H!XXEDR@+0RBLD'I0D^V/C6'\;B[*&@Z#-A%GU N*P%(/EYR+L Y38GF2 M9S(:RD1#Z6YOG0OMK1=)EBN17/%-
XG27(\]%6@_!_7,2Z5#5V+0?<-BW@O8(M"[4FLVH=/BOV@W5*5W^V=/I3VIFHR/(U@;TB4UN&L#CPKY0MB+T>D:1Y]FR MCWW%;99 OTSTL Y\A)4&FJ=)MI1MZQ B[LM A]Z%8
F*Z4*26>U:UIP/.ZR M GSH##U+TN4R2?'>*U\AC #?_8Q"G5D[*3^##W:#]+7M/^=*Q,IB]M\3>= M9,1P>N&DY2 @]%]-_=.!)&H?/AD^YEBBR7HK:.2S7OO/1X:"\?.1F\C]Y+ M&>:=M_(,
[E%MD[2@ MF! PR4DC)O3.;+-UPDY?(=!4A#(AX6."K<<)3%,CS!&GOKG!O:"#04%Z*8PE M403P=R@VC/32UV2**<)K"X[=ZT05.Y@E# ;9+:0U0 #&<>G:NF*KHD6AT4U]S$^,=MN3;
[*M'=/;0;*N+ MQ0.!]H,8P[&8QQTA6S)8C 9WQUH,9YV-62H8\XL9W&=7U[Q.;]\ M]Z]8\VI+=VP<9?C7I)6%BCV* V&-;LVR*+%;?%)RCD-BZ)5]N;L4 [?*[DT, MRZQ,]$5Q)WNE/]1O;R=-
XX"UG69K6W6C8..@V<<-)H:)&HJAHP:6+!=YLL1G M+ $0C'L>];=2Z"4$G]09GN3XC*Z%^L;>]L"@%#HP])#%$D-2D5,H]>:?APDH MA5XPX$F6+Z*SN/+ZSXS5>>7$! IQ:VY.1U,9]!-
PH^I+M/R-B9"\^;]UGYE M6[]ZK])OGN7![Y]*=Q9F>V>8BE"3,.*=#$E[3PRA$K!]#N@M)LQRCW->7)@7 MQMTH!5CGVN*U,F2)XTBZ&$;SO\\&$[V\CNB''+$DQS"0B6&ES0"B'])2%755["SO M?
V4CRMWX]97BKZ^;K62Z*VT,HFV, ;39$?:AF)3;]?\#NO[[.!; M&&^]'+KJK,0Q),^C>4/]O,>@'/]PQ]*5CH>V4^ :5W M)/U,2!8%BE!?8/I*D$F%YK60FN>D' %QO[OG,90-"K M2T*YTB>CGL-,Y\]
M/_:O$F !;-OLE7PM(KZ!V4M"]'8;WDKXPT49LN0C!?O&ZT"B"=XN4G"V(NQDRGU)1:68B9& O'8/;C^]\L2K^Z7P9)!8(> M)2"NJ1(2M>$]K#<9]TVN!%FE@;P'.V%6*9%4%AWT>
UED#4;+Y8R)6S9-E' M1[Z,,]7;@ 59P_%F*U=$'<4RF-;(U[8$*2WT8BI/%CF(UV*8YG;;)B7&8#"] MZ=.O'YY>(*:7;S_YGYI#[]^2GM:T$=')*$:0K.$<+ 89&J]"9,9A1"A+DM% M+TAD29ZCX?
QD,&S8XSSLCH]9*GI-(T]R+$]6*F&*VM_/'B%U"P5O2RRA+LG M^3S[F99:B\Z;'=82IS<15O(87CT%ARR/"CR MS2LZ#XK\\RH/BH+9GMVJ-(Q%H8.L&7KE=6F2+S(D[^,(B1C6#VGG^B$P-C=P
M+8Q)^>GNI2_E+YV2GL]MC;M"G/&3QTQF!M%WW"L4Y7'>; M,563-ZW9I ^T]K"#>=->LN82\:4W0(;.*D'GOX< 55B]-Q7%4*0#$!1?<%9# M!2P+NFZ2-ATK1N^!O1^+U]^-
WS]X]EFC1M^8RNSWI??9@/G^V&RTGOH* -^U M /CKY[W\NW;9%:^O]-\ ;+FOW+]VKRN39]/R_/OG%_@,&5Y[_IZ]7WVZ^?W M1P%?_U@-Q8^Z"88-
ML3+8OMR!^')3IL9""6A@@Z_6PZ;K2N',34]"$]MCD- M0S_CMVK;G7Z&[$]LT66;<(O>-+ZQ\:^TS59WP5_B)H/*K1A)N;$+46:/1+DQ M$95;;!PY8N7F$9PS;,J5FQ?]?L+
[O2S)9;D*FI%IKE]"Z3:^(A^&WUD?ELC MLM\6$T>.6+5YIK 8O]F0 WIN'B.(YGNB2GH;QJANN9Q3)DEBZ7#^&XQIK)#+O434Z"M2$:* M4H0Q+9>82F?O@NU0]Q];+\<'UUR3S>,@NEYCEM
MFS]6WO%R2Q#=7]_W?QU^?10FO=+!]"+?D9L:VVO%3%7GH?)@K&! D77M;$[M?YISRTR%(CJ0 [N;;/JLN+\47L;7;=<%T9\6V)6.\I;^%/ATG$]]$W;@!W35 M8E,S'ODH-E# MB\UXT$T%\B1]%
SW!GOUN@EUS,^]$S)]]>O/3>4"3U3]NW7 MA!OH,>@9S]00%RAZVJ-#XT%VC'X8>^9Z%E6N:@(F('>Y--NS-)E0-;L\MU67 M)MO CT'5>*1IN!B#D%A=FIU$Q^B'T;4SUX.W$M4S=H;I
]XI>'%R$O[@V(*A M3L\)W*C,^L(FPOF=V<^,6B7ISTPWL%\;=\,(] P%";2/#_W(@%?]TNOP#ZT MV]:/BZ-I$QR:NM+ M"9%O7Y@T'/ZG4""N)""+Y\2=,(+VK /^SH R@#?Q'PE\."84(*)0]"RL"*#WY
MW6:UQHDB(N$3%C$($%FVI!371Z, (54#^^_5-PQ461:F.B3$_O21>)9$8XP& M1OWC,M(=R6(X4VZ]8MVV3RRNO@M0ZFV>SZ2'3G4_C^]B;TI<%'H@6UKN.^\[_ *3-T
MZ2/1^/;0[/XBWM4;5\U;L_O^B)GW[J%5?;@W(5]2,LIMUIK9@[GVI]WMF(RE M2CV;YGJO7U^=$'2^]WQOQZR/4_;,)'X<7P(-F.T,P0BKMO"<:D[/;7&)CA1S MQU 'CV-5AH9#_S^B\7%6[Y"#@ -
('_GC+K5Gr K MX^3R.C(BFPP%$-!?#M(492]472>P,H4NH$7@%1 M /0]1!^>0XCU.^@; $T#(K[X%]#2")K5U]CO,;-0>M-;6>]F];S8.E@,)O.9.3AX4,PT'4:&$/_3WH"YM9X MF[W-
UN!+[5O4OLQB%W'+;TP[>Z]ZK[/Z[5^FU1>8)R%N)BR\YSC8@+/9GM62 MVP ;V,;A;&1M\K=X&NQQ6TP$-N!$E7"8\'C!E+[!UO8Z6-]&/Q[,DU1<$ P
MISN4E=O<+RW@&YSQ/?!WF4I;21!MIH>L X=P0H;(_]\ KW4F7]P\("(B-IOA MH\9^;U>86"UO,6[[N@C'S.15"IV-?,@Q>,IFN4A;QQM8(Z%(IR#Y.>XC]4-Q
MQ!K',!PSL#],XLV3UZD=;;K3+_G\Y?.7SU_V1I7!M,0;2A&F/1$8):CS&OR, MR_[W]C=;LWA66ZCWI]EG1NMG1D-TZ?N29W>;ZW^9$@3IF(4EPOS<;8,M2I) MF/(_KC)T*)9
M7Q.7+S\)SBCH.&LB&7/@?*[S@,-&709F*$M@<,72IY M2O271Z;XRDE_F109.%L';A"]@"+?@\BS,_N?&?,WN_X]U_M9F(XX#BSB>)>E21&'9=39= M=3W5T-3U&1#K,PU;RSOHF:HBWN"*
<=A[+72&2,\=" D L7/KC96\YM)Q9+(B)>>9_^U?S2N,\-/X("\]|G)AN M,/+A')F=?/!NQ<$&<"Q+T1K8\C1]E;W-Y]%D(0RKEZH_7DX7]C&M:,7<_X& M=-;+_<[@VSB O5(ARZY-K=+!
<[_ZO9PZ$[D7N*P!P6\/HDVA(^']\'_>IR7[M;E.I]$"=2=;]B#:.XVW4774+QAV\L0U33=4-Q2>U>]+4>RU.[WX9],L7ML'O MY0SETXOV< C0),$YT0T]]ZU69* $ID[V,L?"W,,/S,)#>?C;2?=
(/411AL521)3Z] M>2R_8K"C%B-S,7]4O 3P\,]A5]>Y2H5DF>P#)WW1UMZ!LP:) .O*+I!@O:LN M0]2-['4;4U7$'X*F"= ;;&'&;CVZ^/HQ:"YKB+.O=8UXTH:6;8'G8WV M;)%A&Z)GR1B;C9MSUV95-
"NI$\VLL:!R* =[Z1TV>F!1^NHIN*;8;)?'N7U\WSR"R)UY6L^$WX;',E.1_% ^6F7F4-% M5)$)@@CV,#GOLN*W=G;#E2CR99(K1UV!,CR6TK<']&ZDC!3]\>[+WV;TM=ML.- MB[]>X]@_HDDI8&)0!
<^"FMPY6A7.]-4)9(Z%N8L>D87084H="V-89HJ@#1-S M1S@]_%Y&BB=Y'[L8THZUK&5)TX&U-12%WY 4"XI]KO=> MV\QEL?+<_WH]I_>2[-K2-L0^QW!]L+Y]C%C7>_45\8O%
(,_99EI<>Y#X)2!# M_>M7W;4W;P57N4@\0]),0=)#A(OD.RHOLIYM<:K'7'L6^&51VGG2^;2NU\N782]UB+8=QB M,;S(;]R2;W82;PV+5>5G]=]M_0F<:?3H#'8K:(,QW1:,C7D9L>*_@\DJ1]+<
M^>OND;[^^WI'LP >C5&"I_)]=4,QM5U"_;,X,M!1Z":?4R=_^&SFT#B$Q!Z M#>2@B*>Y3]O37F>E;]7;H+U+Y0"27[/]U#)H6KV3Y)IP^U>+I$'A\C M(H7I?R^FPO*9;OYH@X/;1[\U8]PC-
_;8DB*H4B*2^TN^7AZ',44!-/1NR+15(4LEUFR6 S#\]1W M$\;*[37>!>CDL+6C5+G(0L"&\>1V[;1CUVHZMU0)U9"EDF6\'M<>ME"YI+UM M7Z#O;BK-GY;>4]'#H&^8@P@@G0 M_V
+A*&NX2LD70K3"B%=$$I?(>B^(;1FA*(O)\4%CFT:*OVX*;>OUS5Y[W7 M!Z%>FE!/E]K],,;&L-;!WI>Y]]Y3WE@N=?*6.1;FKTE4YEBXHY0K6UK25<\E MYS]PH;MT,GR]_^1^@9,^K3?
[!\X;)$+WZXP%$E'R?'=68^BN6I?T[;IC*>B] M@ >:[E%W][PX=O=#<=(K2_]M'3HA@]2)FM] MN!G;=9AOU/;2,/E&[1PDGB#)=ZCG(/$$R8X2HIQ7][P][HADWPROHO<#V!9A MA-
QL4@S=7HXG*0YZ7#[*CO/)#3FY:U,5>E-THE/EVNCARE]3*RW6Y"I^&CTP M];Y^_CUBBIZ'8P9N-'#EYD""})9*L\#ZW_'[2I#TMSG83H!TF7K^?I1'1UP
M(^]F/7^,;08BGJ;]\OH\)#H!Q?"+;6GI\]#8H^SO;1/7E\\U^95I7@[5<:ID M/\:]/*5HN_XSN.$]#MF/<0**X3.4:9']QAE/WAQDBA]NQTKI;$\/&2GC2!% M+26_4^XN MB #:-
[6MU019=BG1LIMK\#_FK%#CVGVC?Z#F&ODN/E]IW!2>,9\Y%]9O\U?F M6)B^O=M^3*NG,MR6&"XM$L.5D&Y-.<#F[ICV;B5N7GV"Y6#GS:<"+&LP"+V* M$!4&VXZL\[-;KP6,]M#>>5-3=4-
O@6=\K=Y['?V\KLU?ZE^Y2K2-_;B*2QK. M?6I)FVK2$W1XB:DL#' $3Q(*,- MZA"Z#Y!^>)*]NY'I[51335]R7.19FH;$9 M%MBV)0A88,TLSE)L$\N+]8/O/WX,NE>/;B78ICV?$]T3[R3%2K"]CW=7GR?7
M KH"MFC2K3U+Y9]];;^<%N&=EB;>)E?#1^ZRUD>@SL<.LO'DF6(?)9B4CL- M?@U)^L+00R%H#1NADVLV-]+N ?7<[;>+&^;75ZIF[2I +O)]2]SZ]LWF#_LY
M3_THN;TLA*F"/&4T"V;.AZYEAXJ-!BZ1=SWA)],D^;(IK<,O'] MYU_CEZ_7<^-QV9#70SBC>;@K20S?'(C5N^(IO]DN=]<6G7]+EI)]=G(8OKO; MAI@CBO!%'5E>CTZ(V0"H&D"M'@O0!M(,A!
[KT6C8M2-IZL =;]-HDL/]<*^'^5OK$?F MSN>*Y/!4^G;W9XZ%AS_WZ\IG(#4-N4K,];3_?/_[]/?+MR?4.-]R/9WB^&R) M8W()5?<1O^Q]1CLMDF98LDQGS-
7TS,@DS/+P^P;2F[4]"*/]NY@\%=ZW)^EB MB>3Y](+[RFQFO=- M\R6]=/I]?C+'PCPLB,S"I*7UT]G+*KI]$O[06=3QBJ-3NV7#-]:RTK8U75A; M0U'X/&HL*'+U:.K;^Z:IG4?
I^1D\]YW(+5EWM$23X;O6OY&AQAQY&R,OU9'W MNLI!X@F2O-=5#A(OD#!YDR_O-H1HKX57GGL@_'5-&M;[!!]4$+/!-@@L_40 M3([ER4K%.]_I-;OIH[2OLT5O^%-<4+P
M_Z\O11UUGWW]TATVID$&T=E8[9W[TH_>]R ? 4*[L8IYT]GX^DMG>]NQ],2][X+5MOWBI?3VN#H8#_M+@-;R6==%>L7;5N43*E,4I5C 5X;U8S/>61"5<^;XZ%R7SU[4V0NPJLV$+^&G
M>9*K%$F:\M[9\;;F-+86B+%D&P-L=[6 I&F2*;$DVS%^^A?WQ/MF7%,]QS' M.<5K)C)?SVR>9!B: /_L?5ESXL]R[CN_0[?/WC?6BI!{H0$!W>MT!&:P\0"V MP7;[7PB!!,@&"4L"&W]K;S2C
1"C+;)(/!]D]*S,KQR]Y?O4H8RQQ] 0; M8Q8"[*8&9/D"=UB0OL)DCS\24YZ5B&&V,N.F$!?K/DBX0\ZC]./L4^^_@;==VGJQ;/#&7&1VZ'8[RRC<'99[XG]Z^?V
MGCTHL=]@W)B/&P$*%WN>SN;6;<[Z6&*_R51-8OBP@Q'[_;%?O78>NWBBKWI M3?I<;=O^8P9<.77[_&G&8;GN84H MBW"YG+X5*,S57P,_$-X<7HZXA&?\NAE(_6 M99LY]GJO3<)]]7][-
]<0%SS3CR&_%0N41?;]X,DXK2OSH)FA$KD!NS36ED,K MY&%].*F01S]Q*]A9F;@!B@@OD>?I?(ST\KYX/S'ZWK;(G?BNBY$T_#)$7L'N MS23'!*"SG$ SPN'"1<55[!\-%6"#+!-
@AC4@4H$9V/16X(IRR5!=Z^]R[[%N M-M\@XK2%E-/\;AISE]\1SSU4[(0%?;!'DS0>"?=EU;LF*;L>GOM63-/?I_S; M:WUP?O"#8Y&B^66[=]X,.6)#;;8HY@CDI.9Y>6?AZ[Q^8.[-'?.._&62-
SKB%E"V,H<(@_0-$F: M&NC!-M\@XK2%E-/\;AISE]\1SSU4[(0%?;!'DS0>"?=EU;LF*;L>GOM63-/?I_S; M:WUP?O"#8Y&B^66[=]X,.6)#;;8HY@CDI.9Y>6?AZ[Q^8.[-'?.._&62-
OKT;9<-0'W3^".9_2%R5.T;3UR;A ML49F;1(>WCR$ P18WX@!D$M>%9A.TVS^8 VOV+SVT4*AA\%K 2Y*CA2W$2X* M-6G8;##_^LVSW)M.U.8;=T3S/V)P)]8="P;A?A5;'9ED&9,
<1SXO\EI]V^5L9[0XD)3;AO#]E$2,=5DX>#$K/]$][EO:M;/H!,M/GFGR]%@1BS!8]ZH[,^L="?-W=5ZK]FWQVKGH&1 _<\4V0CINK#5<]CET%1UN MN'5KLK_!;]?\%@=:
[$CVETS964GV5Z'RDX>U-_&2^'|;M\R&]^B1$BO!\K& MT%F&IYD86-V?0>OB5NGDD[?W"5]#?R7(P^43_\DS3)86,NB__)Z5U.I%4.M2 M-
V&@8@6LP$CT&]X6LCF:R24[^]]Z\=,&B1T@76*\-9;,9_.TP&Y].G=,")G7 M=[ZBG=4>?C>/"#*[3+<+Z04IILV-U3#P2+D@H[<@*G4-ICHL@LP6;=)I1NY?Z M6>G6,Z+QH!%D>"]6C.V.9
#,D;HRWF"&[E7]Q MPQ,]:L@=]$E3 0-4K?3K;E[I%ZK;R4V%6;G>QIV!AECRV+R[1""%@Q/(#T?" M?=G[KK'*QS56EXOMUHS8!^O?O=*P5KFK]",;+<,%6=LNV[%**,;H8M=+D#!I
M@4ZSG]#&W?$Q,&N,0CP2?Y,V<7(GA,'HW &W'L>)V=[C#:T?;.R,%5&;BEFG, M(LQ6D!8+B7!K#/-]6-$R1D41C[@U>Y>\?;&9;A"WYN,4OY1*G7Z;OS(ON,Q'
M!ZX)W'K;]]7AXD8(E@+7/F#3,+%E=-]N;B^9,"6Y71U?TH]KJYT7U]^7RK" M!P>N26;"<^ME"W(\+5G#]I7,)?;JE7=!:]Z]I;<:0><@_"TS_"%OS4%QU#-6O3>\C:<[; M)-Q7;4[2>-6^P$36-
P"2SWX5LG0^?;B!ZIBLQG^TT.AAL]]?B9*/Z]P($X4; M--EHV)K&;;;8?;P8R6+W"%MS!)M(K#H6H%Y^%5H=F609D_!')CDRN3(F69 E M^BJTBKV!3[G[30"51#D#B?][!'Z%6&Q$9)"C,TR;YG/+
[;LC%$V"$PZ-I5G*V T%V-5IK@TO5\H&C -#AF* M1KDM/8RK33Y=9_;8ZCZ?0M\@%$UFS9E_7P&*9KL'D+CEY6#@*-([E/V=5>,4 M]7$ZVRZOF9OG@Y+]#9;/9.)&3R-Q.3[TH/2$LK_)
T@<>3P8V5\!BF:I[*]> MX?-RKUV=W\S:=TUEWT(;LTA$6_ZC:79'$MS'/LEY"XF33/)&P79PZV.WP8A M5TBM99+/A=)X1Z&SV8)MQ-X9%LXE8168%,,)(+!K HOZ[R$1@?RR:(#9Y?
CYS^%RX)>$YQ;2U*.T4"<_]#0$N6? MU&SZ"!1NV$?C/&!OXHYO3R;";_ZVR^S8]MN6:9N,ZIL?8P'8.([F(^H/Q#SYE M;,#A]]$KO^4G'48Z*-G?H&L;>R;H,3;PG0,0/CY$-;?7V, SO7%*9V"S;I57%:X,ZE
M6RG-?PR8V]O3LY5?P>B*/4[ZRGGDTSPMY#ZR YD4$#,9P;/)P:H^]#29#5-Y M1,XF[CS+,LC)RU]N+P=4[/G/EKKV089]]#M$E=Q "MD&&[;#62+=DY^7=%T M]ZT.QB+
(PNM%@\W,GG>%2MN8N_L,;S5'<\HO=/L"Y/I$)-P_5E(YKD4Z+YQ; MLTR]GO TF=>7TZ0@6NV\YR_-[-ZPRZX)0?IP2E#QW-Y,]S5*C(GYTL-C
M%;>E@HKL;D/7H\%B^41%;8>"&9C?/Z0SNW4I7=W].34KYL/T]NU*83XX5&PB MXSR]YE1REJ6YM5'D=VQN;0;$-*$'FKB XF"+>[8*%;N^[3*;.6(0HHDI#\8 MM7^ F(1QEY[8?SL_]-
C;;>]R,M0O'\RR<19'J-A=&C(\5FTO\M"GH8G,;GH>3CB3?!QZL"Q;Z4'@K\ M>WG;/N\<@6*^/(Y]-0?4'N$=CTRRC$F.;,)')EG*) LR1$=.!6AU!-7=",AH ME,,0]!TKRZP0MXV&*>49FN66%Q
=8643G'#@O#8" [R5\PH%CBDF (XIMV:7 M%P_GTZ)R62DM;Q';$%+,0#O ?L\ FWG19AORR,0R%(2K*0KA:22GFFR>".[M @!H%/P3'#2;I /IY?6+L0]Z;I 1 ;^("/(KE?IW MY WA ;"8-
")74QG*!E63WZ@[;2BJ-/D%38'9VOU)#46]IZ@GIC;Z0:7AC=8O M['5X?P<+0+_QKPI;QI3NU/]EHDHRO#?]GZO@_}>@*.VG(<@KI"DKL0+.X]$[1N5,]9]*F!H% M?QFKXAC=%;B=' A*&LM57-
0+]H;]*BJR.A5Q@!9DF;/&]]W0)@8O;/OD "?D MA*HH\D#Z0=V(/:0*&O+K6$96^]*^$GA5D,D0-3)B:6<)&42MV ZL&,!EO O MEB_$"(.!):58S.'?:%4=^]_^-W2TP4 <&6@AJD_]3=%,ONPL?
1_0W8*]8*(M0F)T(F&J(*)YD"'L[W7HLQZBV>3Z236G(_3^@BZVE=GLPQ#83TR1ZNN@X?^W M62]^^]7$R]>Z5!%N$R2*_XC+B&1E[!<,RLNQ+;3^[V^0B-
;N539,'@I7U5*A62Y1C2;ZO^MRK=F@ZA6]6&B<4Y6K^F/C'$!I?>U MPGVIBG;[]]X.?MM7;3S-;P?@N'2QQ3!L;R;>]+>%=[U[W4>,JC$>HD5\4?0 MY6(;)-0/Z$/+>BEZK1?G(P96F]+1IRH#
[V2[5-7Z2-9% M$[VMT#&B6)";4O;,"&4UU).6[/V4VBE?ZS61GO<#SOBHVH[K8C,K]VI#2 M[$53HK/]'SE9EMP0OM?R#,\2Z2K*84 XI1N(]*BCYZ+R]]>% M_R9]L<2"%F#0?TPM*@S/KX
H%Y$WR=)9+D/SF>59DX6TFY*<0 M;]_0VAM!;8'.L#DZG=L,M4/%DXM"EP7X,;6C#&0?(9K;RBH^S2 E?RVEG<$*^O9#"0&='L[E&J]/P6?H:II=08W&Q%/>K]C>E]+V.5Y!&BOX+! M#M'/
QE^**A28;@A%ICAWR-&8?W7046K9H9_IF8A]]RYZ\"V?BB)T+A9'= M>1=,B:I$B9Z5;OD$%]NE,*1,=CMD$A? L'0ZDZ4%+G>PF*\(?+F2"R"3N R% MI?E8RF6T(KA?I]3HU!Z73!,&33*+]W
M!F,0GC--DI]Z4P6!>>IIN;QZ>?Y>;3\,D*/]K7;WNRD%@%6?ME(@7OU>F6HFI MR0162(R!(;33=#K1**>P046F(U.Q_*Q9FH] 9X*;)15\OO8,;/%;-/SK,D MM\$986LM26D-
#8\]P7#1/\YVI_GGO(949/NC'8];5A"X>$%ZC8YEY[;"B];&S]TH@K M'82M*[#W\8$ M28!B4Q?'GN8GQ6BVFB-A0I,I.4;BD*=9X6 GT&V,A$MD+YO8YN32.3K#;'T._M'' R)ACY
NWE;E1Y%71>1^^89'%W7BP-1&8;$(MY>C$;WH=E[>%@V-V3C%U/#_M&]V1UP#D2G#6NY^'9E5"]L*K,)004XAJ4%;GEO]4%*Y?]472;LR?N7;2$C MT#RS'/@[@;A6/#-
P^\[@QE]MJ49#]PO!ON,OX^U;E]^O;/^]S;XPU)%@SI MG0Y>,]63-6^9D18,& VC84]!3-[MF$$LDTB[-WU*Z"8HMTS0-C ;(8.8,T9V M-H&\E>?EK2].F(]7>+V$KO_>B(]A[*9)G]\U?
C]>@U+SP^/9A/W*ZO1E?] MNFCAU_16#DY;QUD[[LIR%G\@3ESV\ ;/QE$DRYDCD8RL7\/_I&DAGZ/Y;)*8 M^*+*!<&5D*]*%#NRE$LR^?^]&NK)AIB.ZD4Y>_?Z5!]:F3U>4-[5VB4(!R,0
MN<0!VWU<#W%9(8DTY!*;O%E:V%0R-R0 ;HM!35.AF.4*]EU^]Y=1GN?X=N7V MB9&%XD6]M^L; ;WO!%?;@%E$R6N#]>"%7,A,LE[AT(L=D;;1F#]87B]LC M$@A^GCE+M;FQ@3]"=;C,+
L13;L;>MF8=,5MMBI=2OI/=@4IG%EH_1]"F#&<2 M<5W"0!';RN!87[:1-,<\CO0Z)/U_)W=D90)M>H@[N'D']3'_,+RXTOOF-$D9 M2ROMR$75KEA+A-)$;XTT%"3NQYATXALQ2)E.2>831R'9-$-
GTA_'3UV;EDOL MD/P*>/A15GF&0R;YNK4_H8*966B7CV78(^O$T\-%\BW=[?_^/;Y>,,P.]'>4 M=**%DDZ0+E[]01FT7AHFE,7U8=HS#(V8Z& -E\T2=)E KE\0D,7U>-NN!YC? M>U6=R"K;-
K)#PL61+;\KR/]ZO5=V.8-^>V7O9+IH5V 'A(EE+85(HU!^*LT MG6>2U%4?VLVWC(C+)&S]\H$,P]/Y[51F,@%M[$:71Z(BN1YYB)1QU:>'X>O[
MBUK=11P]ZM*S5FI[YL13T0"9C^]\=1U"MCNITEQ91/TD3BBEB4FWHA3,,;;NBAA 0WT.C#G@_'Y/=,N M,; O=44G<416>&@,$T; 1.*72Z\07[TL$&-S63K]*>[+V(1=)H_)RPERR"3E MMY+
<+"T32GTL2U=NA*R@$GQ8)_+G^=N\N,KI*O=0]XN"L9U>T]B2"[L(NTL] ML;_#X[H52)]0T!/7* #9+)WGU[7@/A.QEPE_#3N=R=%98U\$/%?_\0O$O M61,>[F3D,8Q#KN,WKMAYT\
]8TGMWU)>QO39*)XL[C/1++OUA;A;BI2%P[(G8 M?0/5"CF.SB;]Z%EDA%;6A&],69<-T]K];[)-(YS_/-NTKU]^VM]]>]BZ36LCM- ML5:\[ZMT]5A#D*#);BHF\=Q9]BW0V409BX.\]6(2=
(EX,LDKAEF!9IFM9"L6 MIYI+8QF04/"$@AM1AWNX2 (A\R+:+T]Z[9OSRN_'G:<2(5F!,4[P0I%4Z@=H M6T;3,]%?I]>K$.A\^G#[WF->^LOF:RX6QS!=BQ3^;9NETWDI&%6O*T9M>,I< MI]=Z4?
F0Z^))"5YZF/.UX-FK#^N(.U;Q 2K/.=F$@= F2 >8[#CE6VNB%-- M*(_KA^CY?%2+^VCIR \FX4R6CW;(L=6#SR=(3+^5+M#X")"@.)]MH>EJC]%8
M+);OBK,S[XU*US]Q9DR*F9OMQ9Q#2]2C$#QK,7!"?O G+8<"R_FN293'>P* M28.H5@R;S:/ "]M/TON$BF,[Q[G$S&?7KTX2:!X#BFWZ,)=&HR(H_\EK8P&$ M[8.6G0CG&?$E2?_IEA!L%7O-
1R3#!<.5=D$;8HR.+$L&2(*AE#O ND=*YAK MLZT9^^>M/+T<=6\:&[R_(LZ<8&*X>.Y]=DO8PP[!6-0_%V7BB73?E?< N(RIS0EHS6[,#02)-0,K6N^B?]>]^)+29K0+$I<
MD<)R=.X@"Z:W0L@E0LDE+SS/TKE$%6.+9)$)D<6*IGL5$4X"EF0,=10ACD_3 M!ZFA*7I;X3?O(?E,7'L=G]<>CG,*R2282]XQF*79W/)ZX"_@S&SI]8IC?4K
MY'-9FLLNKT7RAR5.2$/9]I[SE43,#;B!"A,T[;9")4]D,@!4FBRW5+Z_MGEOS+)=IN\2%0CQ#<]S&SF*J\CM=KL\<+,B(8,WI1?ZUW2M>OXM)2BDB+*=$ M(9]NO=)CB&;]GD/7IO:8_7?RR+
(/ZEU/ZGE]@0&]X#/Z5$:)08P<";YKC#P(9)EA'Y,5DJA,?OUZ=9,;]T7EA MC<:14%E@P\.5[OZ;FM-^ZW'N73;9Q^9P_M.#Z/&<"(R7FFB"I74-5W?N3!+ M]^US]3;+[TC7VRNTYY20C@
5K7*O991S3+28DLD\!3[QF)(L=,_>,$#.UFBZ M3$@3SRC)T-E\GL[GME).Z9T'ZKUQBY]*I0OMUK;]Y]\>1>1?^)>]]0\W6-B_MT,@B<(3VRK P6O \,$CH('KN%E QF2QFDH?
#;3Z'=!Y_B/UU&Z;B$NG+)*X, MS]$Y/DVG-Y]&SI%(%?S%+7A4%,O:O'\=7A9[34Z?$_IR=L9PAMR';K&6,?W M(;!F=_#BT*?!ZL@OD*^\%]T=YCN$$C&A]"7NQ]S07$;@F?SA F?'M*\SB>WK
M**3<)9QO(W3/LWWM*2^8$\"NO"X<7Z5WV6]HY"$]9OUSD,A^>%59201 M/_LD$^GLO#8H0S-"ELYL9QOC5,C*WG05+441!S?C]D#IU+M=65?4WCPG_TX_MZ/7;%\$8)<7;Y;?55=-963W*9 M
DM<:B#0;#I+YS,;]XI;;HIX9Y0!2>"_Y=>Q,A$',D;Q-4Q=Z9BR!'\H])+_M%YY/WB"[0)."#9C.2&'T X8+OQ--N8R,"*A4@.XX3T=<]D*H-?H*_YA5=ERU
M@%6;,T$!E!Q$2/$/LKO%O1K*NSV%7)T9NULVKY"KP=P-LM4TOJX M,6PZ1W.93:?R3S>E?Q !"<%\$U_1-Z+FY#1:LT'WBE.S1MM\3,))K1Y1B+"L MBE$*AQ)-
JBWW%%4%"PMZ1#"O?-IK>9<,X>B O)>L.PP[G'^&4GFS@3P];I M; RE=K3)#N+PV=##3]S>P-!L-D,+S/*0ZJ9L.79ONK37B7Q M7!-'I=COF:4J5_98RKC*TWK@]A*$OT9)VK@]D,;

[S^QY"'?Z*1]#A$*MPFQR M%*-%+#*O5L=)B,4$'CVZ0?OO<$O+ M#VHQ2WM'&^/1:"!#<%D< *M6!MI;526,A%C U_/PWND-WW+/H_/3#1;UQHH> M>%<)4 6=@6:.=9(TM-
LA*,5=]K'_8=V<&=)3VE!NBN]07ZA(!$Z4:N)FC*7Y&A?MT\,] M4Z;>RO=U^X@F'I8A*TE&\SF38F5[(4")9'&_W!H9.R%QO>4ZS+H;PBT) MRB6?]*_; *M*3H:J:LI#?]/GN,=/2B^5
M^FESUTV?"PP@U9Z'[&E+1]]XL2UT4_SBG3-R!\^N=^\-@B13;YNBHD)>T\XA M5#0]&N46W8"EJ=@=IS.CVO6NFD-AQ< G8T,F<[?VI<[7H%W".S,Q\A'/9FB! MVW6-
],&1>,GMFGP8+R]DZ2RWKDD2!59BM_8U^B*R'Z!:2I;0SANR/E$Z>$ * MZ=XPT"OKW<"0)"*G=Y.L](VR-]SS!E5]B%['*Z04O$1LK1K6(DFHU5DF2+"X MD3%>R;D,-
Z0EHFDR^2G6 MJ:JF%FSPF>68?+|_>^SW;G?5XUKTL.CN/)[W 0M$XMZ3*"? $0@HI1T,<."PWI4MM4B;N>TB[D&Z0M$; MY=3[UT$V+V]P3,SP[&QZUYOVUVFDGLHH2FYT9.IO)
MT\S:C>HVQ_]CPN7[*Y5R]1AXFS\H@(>CFLH0L5--?]/NM*&HTN07-(6N=*7K M=T(],H1B?E)$"YZ8V@AI0DC]6+^P$TX!+>/9.!WVQ6'RF#Z8]D;\6<-92:3
M!;I[4;2#'\9]^)84@"V!W&\4^X MU .C^5@./?+_#1/] O<#?/?2)@EI8I#!^1TI:$^'T7/;A_X_)R=419$'T@_J M1NS)/]&77\L%*> M6%CAWVA5"?O?_C<@W3X01P9:B/W33^I-
DO0(GY:7RSX,@?W$%*F^#GKZ?YOUXK=:?3;Q\="47 MX?; =1#_MJV' 1&,EU8.!GA:YU*K-\LIY@?E?@3B2VU9NWI>;7TQ+X_OK#? M?M4*S?N[,E6O4/6;\EVA6:W7&L[1MG^M??4>
(MTV9%5L:FO6+Q6X].%#W]F, MHFYROR6EIYCB('6]BZID4+C@B*:J:N<[I1=8'O_O?W,LF_Y9)(8)_A?SD])T M^P_(;+9^^3=-O8D&^E-/5-$+)
J9U@UYA(R1MJQ33):F6&06(U,&J6MLU S$ M-PR/4Y+13\@+ID0C)5(#98@-'7N(VI2RC"+/-T'ZT==49?C]JD!=716_4TWT M:VN1-MX.>@@RGT3W^1U-
'VE$YF%Q%Z(Z%O4IO:7QTC@25.14"FEF 9Y#7]$ M_2:++]0+0)G $CID=QP#CV#1@TSO.LBS*-$"+VI,'HC6O[]_>NPWE<3-<2B M*9LU%_,Q9F>LB\2F'PQDXHL"
<)O2E?'KJ#;F$1K*6DA9('4]*@-Y2O$\394: MS:L2>AF8^X8BR9A["\4R^@WZK&8 *XIF"N,CP,LFH]J(2)H@5#P:(7$80",I M3#Y 7D8?L6$/YKSH:!V(E"?
@7,"%C9_ZUM<&LB&B%4D*5"ZVQ[#6(Z=^VOW6 MU51%;NM8.S*LK=H":A"[%612,]*R*E7HZ,+L3$VY&8B8FZ]EO8?8Z$TQ^U[N M13];^LNZ0LBOW5O$U=BIR,O@.U57*>
(SOXX50\'" ZXP'7Q+6^Z ZA4Q%P\0 M_[^I$!@;MY'0*+!!M$B/TCYR]:?=+^+]:Q$Q= XS-!.XJP>:85W57I9"S'$N MZLA3H/Z?.$1.X86FPBN\
['N,_W)A\R\U&N10+C3AMH?'76,3P>@K(\JN64KA M\""I3!]R10?+2>D[>0_51*RL@8P5G1L"O=N4OL.S1_;W_69\/EWP.#NG8T-! M3S(*[IYN9!U"
LC+K'BQ36U,ZOXFA*U.VQ$9]R6L-12$Z^[=UX?W[9"(]O>9T/7>(NC!W@O9GZ<+_V@-J,&[F>1=J MT%EIF.)+$<7G\N91]1U5GZ/ZW'@.47YLI/(;Z?)$T<8&XAA15;6QV@&>]&O$
MQEA5I\!D'ITX5B7$4XY"Q/^L)+PY$PU"Z M2D=TE6?X)TO6[.YZ]W3:0$JEHGAW>26MFT%NCP;=CW)]3B (JA&7Y;-@BH5 M) DK#'%0?:A?6:^
M.!=3P<<:E,T:+@^AWRRL05O")5%%9\()R[@_V01]K<4+OCA(K(.QO[& [-9' ME[(W<'TF'U3-Y@%+..K2Q$FYY0$WVV2S/^[&]_]2 NK"NGV#BL#76&\#MY35QU>#"+\VJ'KY=M
!8L'@BUDE:^J(W:0I/D[X E;#H<1 M=H(I177\(H\>(35,]A\|C@E455G=?58;H$BU+3)"10:>0'\LR/C'5V?Z:^-E MITPF6';&+^DJG;X>,8$:S@?6V+],=S_5EH(2.>B0-
YRXEH'^8'1%3XT>]4=2<,L= MJ4F%&V: 'CS6R7@N6T?[:U/[2)FKFDGU9%4FU?\C7>M"M!]]N@/XYQUYA/W. M%'S40/3'7?]4*IL4LG(,8HS.A9F*_AE/Z(E7Z,,MI=8:C=*C- RO ?N03S-
I M8A_RZ3R'1&PT:#*U@EHN*6W"]JE9KXHO.\AZ3Z*&U3RSPK@LZU],AL<&R(_, MS6?"X'Z)*0^',4>W=#RZ<0[=.$*WZE5C9NHR(]3%3=-M<0=AGED%2GP9U00Z
MP^;H="YL8@NA&M@;F+\1%U+(3+[!D?R46YQMY4NXS&)2708&3HC4B4]F!(/ M"=@9_,\M/459#3]T-XSF%+0X(7K"9'U MB?R'*:3:B'!/*:V-=)
[U;A%K!5QN*%/2F%37BECTYE]..WK"?2]$NM\T_05K M('&$:[XE&3E,2GB8V-,\4B^5B3?*I$O05ZMXXKM>;97'SQFI[6\XK#?8_CK M%CH,H>^*#2V;9Q-#9Y.L'X:A@SL,G:
<@I,K@=W&S$ SU*0W3&_](A MJ6FXUA/&;#4I$>RG4%/<+B'% '$;X$C#=P3?@:2WX&+C93W.^AG6WO;[(]^ M;NEFFVFAP\V09=P*UAU#QQ%Y?CK5* DQ4R%$5N'KQ
=9IF6A+@.S?UK?E,& \0G)'&%[NTQ M6A:H!-6;H:I-2Q=.SKL1Z!@!6Q[6;-/?*D$PT&6G8_9:5?:5"TEE8WWZ31L/ M)%O-H==)RH D<=&BY'>%P-KA0&U?&TCH=D
$\D5C4E@MVNPQSP#=,?1BO?5E ME=SZT"P&NP9'0]>4+]{58C?R*4)<=)+6S $Q5I_F' MJ[*]9DY<>)T, 7G0#/"#=2Z) V)$,?,1LXAV ;*K!DV[]RY8.\!WH'(E): M;(V(=^F4*
%L"#I(W,=&!5Y(>]@ ;2"77[Y3-0V\)6O0-J(. M,*R'3#MUGC$O.[6!(1&A#*,[']2(]T16H^D!T(+/K<(C>]5E/'E(_K4(UR!W MQ#78'*Y![HAKL$M< VSOVTS^:4
.MAU]9KFYZ#,Z09R!4TT+4]RPTB^T4UO M1$6>O>&.>]HS92+R>7\VFYFY8^6=29FX(ZYUHSL9YGA/YIY_=I_MNOQOWU M=>'N"4 0&M6S6K52+19]3:I0+-;O:TV(2-
4KZK%:OE+(B-LG,OGJ73WSO52J6:]EOOS)P9*@9B&:N(G.(S@_[_/SO&?V2"U MDS!$3BR;?X2L2+K9EY]6+TLL_389[[ZGHVVYKU'IZO+J8SM?TB?/MU)V/"W.H.QT0\
M:ME/)]UNBZV_E^)4$W4\)[&$45@T0&T9C71M@KLF@OFB[/B>$WX,DHAD@F2QTP?0]OE[TPG:!\!Z23S4M[<4.02K M%TMVT*=(.M+F)0+3PGVGP-
+586,X\3H8D/WA70.\@/6O(0&+Q]5DZ#-D-B=> M#5AX[AWMS5>EEN>KX"T6QJW%):C*L+SC&>* MX&+3HN":%@D>UIH-9^_/S/W+8YG+?'5SH]B;_;EO#P;\4WK$]
[J]=@G>4M#I-JG(1U<*)&FCJV-B(5B[ETC*EV!RTM5F7Y?) M-1:G[(AV*H+(?=_UY9F75Q:EYBJ+PLH,VU-_EL^+9X*K"L<#:UB++O?& VM' M=N]IN>BL1+$D,!3'.U4D!1W>
(:9DC)>FF7#;>H9^&58A(G*WK:(1?)6'7M;. M-B ;BJT&?)RX>19<;\^.G4-+0=9WJ)BXXN_U9Y;8\4-!O M#3=!Z%T_-
D\D^76,T^Y6SRVAD;/[E&NG0#)V]!@#692LS+V7V6RZ)B\BQ66C M^/O(TG,@%;!I9&G/>%:194]I(T6UBDB14(]D9X1VS!VPQ3P%/K3]8I!'$ L5
MG:M5:.!I##EW'@1K/%U*]#*E5Z,UW2I%$1;<-.]';_.Q;N)W=#7+DO&5HR=/< M$T+RQBG1X79<16'C$X2=BD^;V&9P2,:99.?1]=L[53"O2[@7:>*\P_XN]>!" MQV1O;"]+NB7M0?
Q6_HM;AY]YOPNN-P\[OJXY-_IV$8>.-]{-_K.\U@E%9:. MCI@KT5D)9Y"Z=]RI_+PR^_;IOTA4I4M_@DO% W9_C5;#656#(]56TO:51G8@8CIT%$F'8 MR(."4 R5=!*
2H((($$F)IZ)@T"7\M7=&F24H],;^YT](L07U G-@X^[B4G MM?+DFK L)Z\-*P-RLHHWI*F>#1[;1+>NS.=*&,+[I!=K=6^':*SOMV;&H/MR M87)MHRI^=?5>:LT>.N]$?
2T_3EYE&'+A4C#EDO!@5;O-M_M>R=8%U IL(*=> M088M-FH=I>HJ,^3I6G 3I!#=+CG !BLN>49N.?ZRS\L%%"6<" 'U#?U&W*]6T:;@U+TP(0F/N-1>/X/MF9BC7G(
M_=89EQGE/DSP=B/*29#LN%*%?HNS@L"=RZ.PRY>[2;;\-6Y#5\11H MFY$PDI;G2[AH#8PNAH:M@A6Y@59?>P+/(=:*H]-IW8I3W8Q-1@O ^T M<6DZ\@P4=*:*;B>T!YK..QDHN
$4XCV$@U'AB7KXH+5I=_E D)@GK(Z&]H M,8NP??!3W)VAK[M-TIA&R%U!#@5-O:C(C4$.APR=3SCN"X$H$(L7&7'I2.X MG7 G&/Z#+@_D"2 86TV[),*/BQ?LD+]FQ&0^A+*,#]Z[#
MIM#:2/.BA=[@X5?THL$8K]^_&[N-2Y=3>.@7'L)%1,'I IJ"-;1L0;\G2]Z MG_>EY@K%@1LW((JP?]!K2"Z"N!, M%L=4O"Y&K.^W9NUZ+:/>O4].%>&K>OZ%UNR=N;VZ?%NQP_H[T
Z7"/IH1^^ M3#%LF6]ZUFI1ER5D MPIQLO1/?ET%[EWJ5MDA]XC]&O[/H N8.Q=CPM_\0/ MP5WM"EH^,CF'.)+9&DTP@*9W9#:BU2GO=G$.L1IQ!8_LLALRL/PU1U"TXQ;_
MS"5&_54HDD**1Z#DF"*P"<'-T/\+/PI/"DV\'&P!-NB^H+,<(S(Z$2R:.S(M$"H.1<"4Z0"B0E>6K+X8106?2").03B\5RF@NRJE.K%*OE; ODX 'X@Q3D>W
MLS_#S(T+1%Q"=FN^/C+)7K\0/BMT ?$Q MB_C$F$6;6A:'9X8$"N+YN"BE\P#GF70$P'DXL)*-K_1U=-0^;!9^+@]40:X] M=ESJ74_ILH&^.G2-CX#-
XAU<'^O[K5GUEBG>GS^R2HWYZC9+L353+Y7;^]'; MO?G;_?8+*C"C) 0EZZUV=]AXM% ^G?2'066YD3K%/7N]V-*I%@Z[K6A2'Z]X MP43:S5F-Q"GI8$&_T2&SY'Y&&LLIW-
9ZB2O8P>P7< M3P+^!%9)1]1U7,4VL;F91" C(]FXA\9-CDUPT@!]0]%)=2@)Z)&'X:7:!V>X],I=':^JB)"/GM0Y!3@O7P+A#QBYB4<0EH?>(=[!; MK.^W9G>CMG)Y43[M77UYW_>T-
1.]W4]74SL/-?;;+YMH*9=]6.3*5]VQ]?(" MQ.OQ0OET:N!13F']2VEC3[V"[N$%@*F;:$K'DXK"?BUR][0W4]L%E;RDLPUY MJ!W"+Q:&J)MHD0!RS\%"M!2X!=YHILBCG0IWVTLF\Q
L7#H?;"&^'4A)F;M: MDMMV(? @XZXJ*AY;@$HN0RO]4H'3_4;9Q2\DUZ$P^L%=D@@;R+N$[=1V6V,'E
M=EY0RP%ID@@A.>2UI!3NV.AHPS;4OEGA\RL5]9VZ"VQ9D@&U#R/XD4V/1+1$ MN/SPPV"QT%8P422HEK.." /\(1*][EF2H_2>(.-#@&!E> #.H^#_2 CHF?V
M,1D1E\V=@[T&VIN2ZS@C+A!76A7@D&$V2+!2K>H 0QF.!Z8S'Y+D)=,N)F,"#:$:UTE@^XO&([@]\&3W_LB[MY/V8M# M9,,0[^0] XHB/V5]IE[REO7 "I'D="+;#U-
1B@I1%TZIL'!](<)RVT #X;*<$L=D1O);KL<.JH" MJAGC'&F@X&2,$#Y$ATDF/Y*OZ8KQ:1TK MA.L3#_[,,'0F$SW8(G0<"+@>K=CGA4F 5SZ3%*^T9NS-8[%R.GDIW[Y\]2!0
MN35+YRKY=ZG&/LV$;[\NP&278V.5+&LD_IE"&CH>#"7 M-3T,+%H2D,B-LD&(73$FZU.#D1SZ2=P10, M'^3'$".YIVEXBAF$]@P !>GTB3.D6[^U*(!N!1%G-6!H!N!
<&#@(H(MOE#V< MP/#92.ZCP+A&#F%W:GL>^%W8%8$A2V#(S)GYJ9<==.CC M@5SO.E)BF1ZX1C+BOLGGO8"%,1^!-.Y#YJH]?;B7]]KZLT-]8P/-.! K70VL M/Z0[?
AP,8V_M.MZ$-/AO[=-*:]8=CAZ4EVIN*+8='H*QN0,1O04)"[KK&\7S M5USSFH34Y1U()"9W*49(9AZZC;/Q$&VG M\RWRX7Y&(N7KB.
[>6VBU!6Y])X66Z[65V/N;WP^="QZ\MM5VXKTX5]P(U(IO MYT1_4A9W.B+.>.^-*.+$[*,(21E@E.!*0Y85*WHTH^^0VI4\/.SA*JZ[!S.6DCSH$WW=&2O M2][!]-/T'I??:?
[%IGF:Y',UF,G^[I!?HEQ"@$V.^L>+..]<%"6-]E?UO^"D% M&C)"G_^?B&WD,_0F5Q8V6Q"*E:HX4S3I%!Y>7B_[_,#X^'EZ64K M-UUP(Q$&1\4;$IF[\V+;*#'MDK@LMLIS5F-
!W]FL(,,KM#!$L2!'9]-YFF&7 M7Y>A-EAK;RK6NOF,1-&!Q*"64>3]I@UZPV9\)MC\LPC5?0",(&+B4ZS:?I#)/[MZ!KA((XI7 ELP,OAZ1R?IX70?K6-*0&K&S\D_^H)21?XUNPEEZD-
MGV*[5/PCC6*_8S6;' U.1OR M@S'_^(E&E(;@&EYU!U=WDLDP5>G;+YL(7W'PZ&=.Z]GGBM.;"KQ%Z2HXWZ X M8F W>N&23ERE">N!E"P,D3?D[GA^7#BY8O#@'E:@;3X0&("@I"
;@<_FS* M!L'U!UCP 1D>Z[J:))]'02R0U35Z' M724\%]Z#?04+(C5QSCR"E(9AMR 3C%/AF "&0;VB9RBDIXUR0*J#!X Y#WT*YZ 2XNM3NPB.% MNK@M ([+G.)&_TY? W@GZ-
R0=3(D$[W$NV*R"5)BK.)<%(TN];%.66.YK,%E M_G48,(-#]+VI/1V)AK'H\7C0%V3;_5O"4\$@A"_#,!7,G1O@5@O$$"/<\V%E M(5]ASH?]6]OP$E]IZI=B[QN52-M]SN0^1GH,2$G1:]
>CKT[&C<5Y.:/Q&K ME7'!V@F7XDC_;FX+>8]!%_ZXB_=>CV?=8_U8_,#ZDZ MFC3.B."\.\NA5=^#UIYOEOOP@%4RX) MCR6HG^Z*+IBID!82#_ZIMWT5K*B
+8ZQ(]Q6MVVZ6Q^W)F;9_S2C0"7FH#/: M.I[!![-H:51:NR4L8 ^[H[A\YBL-YC L%1?:$;E85*\^U[%B^Q99>]FV;#>9 M@:8G/D2$L?
LFPKPR94AF@UEP%KI,2E'!23'%G@KHO@XX,#2"-6:?V-0*]9+% M\S9T4GT:@KB< F<+VOB0_?PLV^,X""5Q:R]Z]J[_ZW9#>"=[^.I@\2AAZ]76 M_WX'2I,\$,O?]7ODDZ7F#%S$((,IF-
R6SP&F>$3C483Q;4UH"WB:9+2? M[R#1\I%%WD/F!WHDL<&MR6OV?OT<10#;C'&G3Z,3]9KB<&!VOY]?KWAL(AK, M9,DFD:RC@S6<,FMHW@0:6]U]
<_$\)R!WYU0R;#DKZ-/H;Z+)BA_70+M)ZE MQL#M!V?9/7\|F=N>:D9&01BV)-L;)\ 6R76*5X\X#_>HD%2X"O&]CG!],(MM M#1S\)@]VT.K^F1#"Q'PL#Y#7S;>^3Z4;?
OCL65L42,ZVK$KJ\F029-Y\U:E M:.E5S[PQIW=,Q9TW7_4XY""+6IK*6&55WV+;PC[K-S$RGY".0N:S$?B0"!Z@ M&&[0Y#UPA?!_?*YYHRR](-99=S(>J,/-,]BIRSM$>\EWVS-
<@^_,_IC4TE7 MGK^Z/Y9OS;(Z/]6U&_/WZ>#;KYILI@#K"6PN"E/OZ)!].@&'0Y8M(0$G8F ? MN $'3BGDMA^;9"PXQ@T"PP+: RWX"OM+UM1PNP_PQ.X#1!=+V^XM' [158>?
MC%XV-L&'PX\C@TM2[@ *FI+M:\[^O#%N/V-L'FR@R&1@";P=W6)=63"NNPW MLBU@*0,'ZSO8U)>4 =X*+#!ZU]3I5B?<^9;DP&*,!5CO@UR;M^*88SM>=-S M)/#,X*!39
*VU6]9VZ6?)A@HUES=-U1C62DW8@ MILAP&TR(%! BR!HVUB(>!6/@ <'V]&#PW$[L%V,K#O(^R[: 9Z1[OQGLZIP?
M7T_[CG2>>3&F%"]+38(^1R0%_M3@!0503P%K_3U;O#2C&I^S(0V/V[]9:W9E,_= MZP/MIC-L?^#8VR6TW"_*M62UWVE.&[6;VF8W3+'A3;Y9KS6KAZN])*E6OHO5
MAS)5;9:O&U3]OMEH%FJE:NWL(#L)\Y# \9_]=WQ>_EXTW^9_4GMN37/]IA6 MF(=Y8\RX\GF[+98S7Z>/S25*&3AT[1@]!>(*E[I]) 6L:&M:(C_ZFGGR2]K@PVD?V0M% MST
KW4(WYL(VSV0MF1MADD415M^( ]9[7#RX:JWBBL:!]MA^]%/EG%/EUC_57-RVSMV<.]A&/?T<&K6X5*:63_]P2@D^7]>[&^@*MMMC1D,8Z&W$M'[=X4W]*3"(@(NY:
(9'DZS^<_9L_SWI38BB<4-U$8?D(\J=JU7T0I2PV*H M-[*:_8(]I$U(0"(RZUWK-)O+T.D.6C*BHWCSX<#;2I+..SJ./4FZV]ZH\OK/3R:-Q-.VO:51$!#/Q6BO1*?5X
MBEWJ.^N=KD6C.ZA#(?%W0] MR@[D+T:1R2'#,I_9/S((TYI=7!<'O[M#K?N;_A@.E$ZYZ8??D$>53R=#%N_K&;9.O% MSGD^6+:%UFN-P4'*X$;75/1C1_8,0U]
<_>PMREKU4:U9MV)T^6&Z?\SO$YG^ M,(JAN=;L/B_=9YZ4NO&'_?8+9A*I9LHE*.6GZ+$X^M,IA*]:NA#5L:A/K98M M;Q>2*"%=*TO4O\]O0N,>/I
^20LT59+;)NYO8G_"CZ15BT3<#?O6'AY23=4M M7?U78]O&Q$#ZA,^F3]CTW];0$EV9X(8M,A+D7)8007K6HS%B %@2N'&]I.V] M,]CZ&_K5ZQAP5-
QGYYC,"9_^^P=2:;\H#Q=#]:LG(4!5/;/CX;W.BU(*#[Z M78B^?<6@@!C(DM'Q $&GKG@@OUNCUNV.WMY8D=RY89X%*($%=+P[%=64]%^ MAA8@XP60\F]X/UJ&W.U:
[9]X>GK<1IK.'8OH=.3B=KLA#&G%Y,>8C+#TNF69C+X8F9H4F^-%X(G$"M#:I*H84\U-OL MT.-][">]8F/O8,ZS=T X&BB&P8K0'OQD6VEI')V:6QH58VGVH4F*Y!FDZZ"L MXQ;_CC-
EV3NBV3-UU)EJ^M5'Y7SF_;KCM%.2AKX)W-)&0B@CAB%C8&'\,N9P M'=_6@ZG5;D'@P>#S4VCIL)F M@% ^A+8'U9WQ:PU6]5@,%&E2(.OS7BU8&/']8@D,V9R.6\.1'L/%U=AT(2+A
M@R'[.NSPU=@?O#QG<-("MG+G&]N]1MC)NO;!C+'<.O '&T3/Q)D%K (,Y2[M=F]3=PS=59[YZ^X-9UUF%N<>SC2GO3"?V_7@[7((=D&L3!,?.%5D"T2PQ2'N M\^?
CT/%7%HJ&92V7D'P'/DE>R.;=@PB);,;?S[9]4>PJX.4A(61/TAQ-50"E M!$//4=>R:" YPZ@!?S6)T8Z\@1]1GT$R;5GY;CB4:KAMDK;E#GV)#1%QYIV, M+&N%(#/\(%1"SH#':
TXN94(.$QG(.KV;$+'5L>SRH=X#?W8@#CT#;&[<:^ M];=QL^-9D>Y9#%X+ON20*NLK;<6T.O<&@G:+_3ABRD;9\]0U81[M@NA"9-: MWAE[0]5)3UZTC8O7L=S.Q3IR!0MWF?
$==%?P,E:RO?E5U^25E]7"R!FV-5// M[K4W>5C2;[BO%D:."RC)' $E-P@HR1P!)8^ D@OYJGYF\#8/#U^K-,L7_H *Q>#;7 MFIT/I&SY'=D(4^[;K]]F:K\;C_G3R 6-N-
MJ)M3'U\N&XSL-&BL^BBP+V[TXD7VK2QE/@ESH^VF3.T?C+5!<,*=&>2'.Q+Y MPT,?E)'>$$O#& *&CGU,=,= M_>YX.O(WT4R>O"%ZY>'/ULCD"CL]/[OB)E>-W*H[.8Y,/C; ;
[$!7G#OU;H+ M1@2U"K'EEM6EGP MA_TS21;3[+ 2%;:OC9'9U!'&NH$L+&).M90T4VT-Q7]A.--?KENS2ZTLF5)) M-9^DE7LTP]]2%Z,'6*%V=>%;B;-SA?
^AZ3HROFF<$.LTO MKQ?]R!.S-T3YD'E^B/(K#/7T4SZ71HHNQB#/]3KN\W&D>KE(/\KY]_OHD1MN M1[7':48@HCXGYSMM2US"26L(\ K3_ULO.3H_-H=SO^0C.'2N,)TS8 >S-/I
MS'(UF$ "RZX$7HN0VI8]2#;_@BJ5Y)%F**:U9R=: 4WS>$"<.2>'?]Y>M5+Z M9M@1N8UX;FV'4[U*.F5SLSDZ0)KEE:*&VU;DM26D/#D;BWAW2.34]O M)P^]C=Y\O^SE;]D3_EK
"DLI$E^0F+A=2R&"Q-.Y)HDD_?WA2!XD<82F.7759W)O[,/- M]?DTNU4_S<X?Z-BYDQ M?XG 80O+4WO!_.3 M),K_;3L4"59S;+=^ATFS3+ 7UQZQA;RRX!BNY?4\6<]-L=]#6K-"
[_E>F%Q* MC/I9"B"LZIY49KZZI]2:B7?UA[MB)_WD<;MA65]\)!?# -_MADJ?!>M=<3 ^]Q=ZG3B5/]Z6:3;O]]?WS0+HF&:=*A>*Y]3I?:-*S<:5+%^ M?
5JM%9K5>NU8"+2@?:,44PB4GDJOU^EANE[L?\!".93")1O]V[/KR]OY(]X M1B'0UNN XAKUZU6D?.@:H8/=Y_9]A/@0P[,E5%NC47]4]D"GEI74L&=W^W' M)R9#?VV@3W4RY]?
7^>SP?K-Q]T!670!]1MY\L.4+0?]@453 !K'U$C-@C<7% M$X8;!!%;#G-*:2:3HQEV@\4+'Y7NEKL?@^XKQ!MW2/=0F2YN2]8; %!@*))L MBS7_IG;;P\?S[-TR5$N/
>$\92]9TR3B%]AW@!-6B-5%<0)+,TB]I3/K(D@? M(BT#(K68EBL$UK9-RZ7(L.N)$KK>=.=ZU*/-TKMMS9^[N\NT$^6\(!S2!L4 M<,]!^#F2BXO3NE#/9QF&YECVHT?
E#^'D@NHD^N16]&'8R\E%%7@N4#"ST]YO MXR&7S^;D97;TOK-]]N(_<88OCH8)\.0*Y<51/)FC\UF.S]2WDD3Z0@<4FMGC M-N!.;?6 5LOR55]S![W=?C*+)?
[R^OO";6PT\]%E(]]<*P#*%\I$UG"23H+ M"I+\)IBS6]CZS(>U/J_Q^-8LTW_XHYM_>FJG^RDS*21X3E(IZ$._VD,$&-2! M#K5\^%.:%VK,P?]4@!V5KB(2]%";DI2(21D)
<'TXN9<-9UEWD&G)YZX*%Z.& MVG]^B9-]J=8]];MKG$*A[LI7Z(?;&21;FN=E2*_<%&U/UFDVJ&D])]LI7]C@9 M$YW]C4@!?]$LS&J)B@=,^;*,>;96EEM>85.9SPF;G
M0W4^DQ$;F\W?'.Q.T;G-\ WU%?:+H0[< MNI$S;$BB;J:P:I5MVQ-337ZRFCNBG2R8"M(9$PIC)DZLXVP?,Y,A5Z)=B3P M50^AIXY3G-&*\]W3Z;7XK.G% 3*B Y,@;5K=>4EEQ\
5[OF=[]>?#HCI%?)':X5 M$#HD%B[&8V&/.>BJ=')"?(U,7]:79P?W/. QB0Q=2>55'>96V*P2/:.V)P> 2] M-LOS_"H9%;2O__MV,M=@2N,V0V%YA&UUYQ_[D/D^'X_O:[*Y0QZOW67]-^>O
MG0S;<7C<]G$(CNW>53WZ*RGN+=K+*]7++BU1,+* MDA)BY,SNWNY8(7^]-;/,>H,(3HV/ '^ND,=(:EA\F/22RQ7,!NV&V?M-MGQ_M/7PMO(B;N]OW?9\'V&@%
):U[^]D%_1^6*F0\"]>5=]U^?;UC_%VRZU[7>]P MB@SP16*_)?[UM\4[+S)$>D!!C.-B]F/9A(0!W8SKR0!$YQ@-_$B+21X-C!D!
M/-4!5PL4[=XK\MSKR=O'L;1BH&P/I_36FX7YCDN>L\!_;JB),-@#I+;%SI MV?:..ATI/><#,K9]N[!52D2RWD,;M)_9696"'L$()5HED<65.[#6^21S%IO MJUZ6G,R*$;U-Y\
(3"H[LA9NI>]-5UL:>S ME>;-4U;8B[Y:3H5-Z*C$48.MZJ@O'LH];>PJG_5*FEI,R\5KE?O@MVZ <1,# MQ3(.@X!3,U7U=.HP?:4^H1"YFR/E14F*@+TVW1$Y#)-S/] MH"A=&8Y$1<#I]_
8>]O@G32P\SSE3MT&;OO.P>#>US%;]BG" MY-@45+P.!G!>FVA0(UV\>OK!%,.THH?ILC3NH)?H\D16QS)>@-P$2,3C42= M3/\-]]0?2I:H,\H6<*@V??Y,![,C
G\5#;>V/I@;*V%8&9""OHJ+==0#Y",8# M8[']3A4,RAAW^OZQ!S!'0(?IPU!O[M+&6DW;"='.5?G#D__CKU//^[KPJL[3 MZMWE]A91=TR::7DP;3KFFS#ZW2S4,[*K^-
Q%PG$&5K54F:VR]&^Q>U]\&BYQ MBEM(I^ET.LR@PC+Y_6"%TE8=!I[J\S;;0S$N.QUQ"8C>254,.E8Z*1S]\-M8\ M*UKBD/6+0[MVVG]B9_IO3G*MR)"7+Q."Q>^.XOHLXOI[GD_L
M,CLZ$3A# M/('!'+\P1LKP:(3F'D!PAY-GM\UF3.1_=EI5=$Y)S";F%$C*Q0Y9E\HB082CH MA)"2.SW>[.NR3 W1XOHPQ1UXV'>GPBECPKN#U]<\]@CG5WJUS7#]GWN?.9/?
MRTLT^#I9VDR6%KC(8TB%$I-?E9\9/S^_]?_<5]I>_I2-SA[XF5G S]G$YCY+ M\]D?NC&?6%]OS:Z:O=O'4?6/_O]$A_0 M!@P6Y@&#\^C:K-Y#'IE&D7OI?
_MU52V<5J^]S6]Y@3^73YE>$"?XD6_,] M"-]+ ON60.8BU2S)^D"]N-"IX.D3T[5;2T(&A*#PE,>L0G%:_TDI-H%9$(V M$PT6;9V A]H+H1&$4.SH90]IS?2'\;M\71QVWI3/#
(#A=>E$0A1*IO*VAGG; M&UT!00B]_-OB ,8A449?!A@A81W=,5 ?PM.G ^")*3<8!:\U3O2&ELMAX.= M\%Q]].MV=-[]715FG1*]5AH"H5B>Z^7*+OV_*M89UX]6;Y^4[RG,/"K&]
M%R \"Q[GJX9]F#QR92E]G5D5!. L*KS']S]]_.'>T9]FYVISZONY#BT_CBT M?HN U*?>E,+<96^-]D'>34U3,_8<+1BR6K@]U*]FXU]!->/NN.[EX/5=++M, MWP]X=%AZKA"XC"/]"P\%
(#D>E>.G2K/)8X$<1^>$SSW-? -4#T6RRR8>(28P M69K++]!O1XH-3LOUPUD=NK> :X!.4Y?!/6A^3O;4%Z6R/'R6NYOOV[$8Z, M#(+;@.1SX/7ZMEK%'HL1 L2(+VZYO-
[D8Y#9CN;65Z9L*?R_XT1+E1B+2Q#\?5W)?\ZD=O+H-F377KS.T&$1R:^ M*;X[HC0]!'X((=8*PI0X"^;"$.]'@S*[+T,?UOE=T%]KR"#B4?[MYO,TEUD^7>/
"WL/Z8#")3VQ@8*,]MY8"63F^8M]>1H3VO$O! 9H]..(9/ MY=BK=THL-^74LJOUX ON3X&K\KH9[GY,1B;$F9 MQ&7+P/X%K))72H3$2V^$I9"B0^/H?,(8)\
(&);':0#;%2S6;7C^IYG2$WE_0 MD0!U?E+0+$AH6M.>@SK_=8_]M?@3RZWVJSZ[S^(S"$$UV7QY:0M(UE#SQ[A M_)RW8>AL)^:(M7702/\;[->_/8+YZ$A-5H$[...R+07EY#
(2UB@."&]A\T_M=_')]E:[!(4Q!B8Y8!/H#CKJQ6;?.;3WE>*[6'W4S;19;R\)B$OF+O<:7G6TGBF]2^-W]+^NVXM^CY M"RVVP!OBV\]Y%

<9Y^6VS]1<4;BPFCV]%]L>$5PC;A<*Z/!05%8^/5REM;!HF M8B;XYTA7U(XR$@>D4PS82-5,V EL#1<"PRCYU[%B3K]X >]N]ANTZ2-VO-DB MH7'59'/H/=E,%<61@IQURBN<-[HV5
Q#TZ=433-EQ&OK7S3!W6R25I^#$?;# M^'4U54 Z8>!I+/7V2B(V@*"/:"L(S!\CES^0[G#] C7DARLJXB57QX@8!36T M,RSMN4M FU95P]3'T$: M*9,X%/=2XOWH;4T^IIN-
F5]"%\$'R2(0>Q7U!8P M2TN2E9.3*[DG#LJXC=0_9I4(A"4/S-55T<9S$=H7S3_#E[3YY/:BWP2VN.SJ MB-IAU*7&^Z"&0[=C3;6,6';@ DH<%VK[U; M_1:OGP38:&.,Y64@6 -
N/I+$Z506=5D-,%PN6,P=37QD 7LU4&8N9&7UD7EY MPB$&/,#FBN_4S5@WQ]+;S UM\89=APQ\Y-=N8D^721_Z2)SBO[B]RQ@/22<4 MI:GRB;F0?G!D>AMFJM,'&H6J-
2:2WV[09C1)Z=R(4_CG0?%;J:-4:A-)X'-2 MF(I3)6?O0"E8_FH*+[#WJ![%C;*KAQV1%9TXPKY8_5E\YE%1WZF]2ETC=I[_M3+OCP0":J$>B(@6_-LJ)WOSSG6R1'5T00<>+\%'&Z37-
(/JK7WQT)C^F*^>5 MU\K4A3YSU@[R$L?O6[#9*,:).(W:&1CXO$'&2>Q*!DZ!#UJ/Z8L3&8<)VK*L6CY! M*FKB*=%Y75'1]0FD4D*O23Y1];:+K?D]7I:9W#EW>_G(=.6N%]D.9\<|:?
#M MUTYODAOC.@A^;K1]L)B%O!AH,Q?G285,K"6=9<=0U&>(J,=.=UQIHII"QB+. MBUG(M=3-S0V^'!NG!0H^<,R!?!ZFK]IA**3=6-J3XQ"1PX$T&[*+D'K]*1-9 MM2"^"**8
QK6573DG "+ &N@BPXI.["M%IK5?B>E)'=T633DBOLB?-NP:=ZR MC=B D^; QO_ZJ,""'$ MW^G+GY49'-R[6BNBGGBX.XUU!9(_VO9.^>&D[*UR
M>PFTETJKN6@ANP^UB5APSK!-Q%INFG7/Q-JP]5GOQ@(74>)> M%)[AZ&PZK!280(F!3;,\SY:R\VRTQ6'(^,%(<=XDBL-F]AVU6B3 'N$2#'+F M8S-7))F+8*\5.C%-
'#]__3DOO)>E(?]P]^+PUY4&_@FRK+#G1E,]/%MJ+C&8 M77&O)$NXQ[U>#5[.[/.DPN<[2_>Z@A#Y=[O0=K,D(>[NE@H.DSC$L>$-6AG0 MS6\PL2N>YSB;S8=IAH5)5!LF"<>8"?
81VIYP.*;H)S8XIF)U7LMZIR^J9]H@ M34"M?SE(C*8;XY6_*J,09!3I/GL#EWXR@A*[3:0W?XP5/AJIX[\"K!4/4!X MWH"\UC9%C)ILR!,,?3>T- E6AH HQ\;LO-
O"EU:V,C&SQEJ."&B(V/!D#MC MP#1N3W&'1 !DIO,U._H-41&1>I/EE\$4 M69]&0E;C?&LH2C)O=*B.:/1Q8H%\DZ9&LFY:!4"0W;*#RREO<)E>&IGS1N(; M9(.>E(,?
WC*>,6>K6%O#.L.O9[-RIE869H7\?.+_2)(Y*QW$23FO$46OL2 M+9*\H L02VDF%U;]3\)E-G,% !]A*,=]E\,Q1O:BNC:,0<8P0C0&&8XM+T(=
MRX6BCLU_K35CM;:XV#_G'X]?'F?,!?]2()ACC(=H95-; <[IVR!$&'6$"-LA M1!C?5S.-W]/KA]=<'(BPZ_)=\;Q0:U*%TD.A5CQ0-+#<88"!E3U@8,VKVP?S
M5)Q,8+K)AP8#NWVZY.]TM3299H]@8$/QC(4B'71P[[]M4:;.],1,3I$0=2]+4E94TD8CDH MG]W=%_&5[6&*2P'#]7V_3TQ]5:"W*5=L$;1IY93SN9
MCG9Z:KZKQ8OATT,^OU70&N)*,W,M70NTFKUX$NVT(P8TI3L< QMTZV$RY-;MX2/69WL9I[;G];-[TZ3YJZ:LY M4]NT-A.CYD5,FR39A+M)VC+E4L#4W%XO9[(CL@#
(^%4[1^GB"_A:['!#'4G9 MF7UD&?3Z*3(!9*R;?1@BJYNDDP/GKJC2:N/,(L:X+DQA5]V]6+-[MI2^G#[6 M9V7SM?)RFO>,J_93,<;0Z>!*-Y^X9!/[YL@ R"%S-QN=N%34>LID9[/[.
(BET9?&Z&EV9@ OBL@ M.*/57_$P?P'@^A>WZ"459FA$-='Z_>?R<$.)[@/0T-8.K0TZ?8WCQ[>WQYOG MKVE&1[_O]+K:Y089YH5U\;2L)<2]7)I?;@+,;>:))L>I9^D<
M%WG_KUHJEXHJE:.2ELD)HN)4RGT=+?R5;QW<$0\-.C&NGK.IVI-UFJ]JG048 M#2X0&H8T"D5.P[@UDQ0O^(-NWV".6C2IVL@OB[:K_%H'IR$8\+;\1?WMI"M
MH8TYK6*=646LR@/CC^QO%>LX*U@!N"C.LF/VSUN**]#@@()*'.OB&'3L&'9 M0^*A:&_$P26OQ[HI>&3%58Z.-,,3;('-'%SU]TN[5GBJO)YSD0=G->63-ORU MS\^WATV>8MR813B^
9,6Z#2[*L#! :O]W53#Q@*YYHX@UQL$N>:.(->?'^3Z M$QML>VFU)S FQ\ [C,LJELC4.#R,SSO>IYMU#WJ?]XK%X;Y6^0\Z'I^#-41^0JN M9E@,O+U@O2NUU2I:
<7,TN)72O_F;7#_NBA=:H2%KCM4<'[W&@+&9.*VQF74' M>][CKIM?(]J6208-_IVJ]I3%>#!-9;PRAE%6(&CC0&*B++GEJYDRHT"O&?=U$Y%]<5)[]T->_VW9NFA
MG_M(KT7'KY=M$D;""QR#P&V2QX"3&<68GV!%E\XEB#JX#GGX+D#.OAIPT@7 M7UZK\BRS]8/GG([/GMG?PB4,KRP[>CO-ZDSBIJ$2^TXX=SB^EK>7OM\TO#;EV M]_Y;,4;3[?-
+9!W)ODE<>$)QR10%-E8BH(Y0$5Q_O+VFN?T1^5Q^S<$YQS\ M%A5%8H-JV<%'M+3"E4P2H@ET;1_WE@-C; MS\>(O(-8T^] ?QA&R/2IQ1U@G2"IKNODJ@NXE7?B@(3.0Q](?
80R_M@=$> M:R9';.;;F>9BNYEXC_=_#Q;74XN@2"!K#W2J(F=4>G(8S/H6 >]M%]*%E+:>^+%571CN6*NC+:D\A%@8 ME+]EF:3SX19Y\"R\4>Z>.C@ M@;Q(6588-]BVK.
<"_SO:_%=&8Z'SDD/A+N)V;N;U/*I&3@5 M@Q=@H2W?.@/?$4X]!-# Z89U$*7'JYYRTEE]R?0QS@V@@ M\ROVY'H7[P]Y0/(=GLA2[5]O*-H\!5^MZV7,3A6;F^I=Z*YN(E9]]I$3T=<&
MDLLC,*! &K7&R.B3-W3[OC_]F=P/^=]O+RY2K;L+X&UB\2%:M&5KN Q-*>N* MB1W+P1MPP^4I1D<$NI^P'N:%,X8Y'%%L^U^[M=-&M9?7 19LA=]%WJN*@91EC]*
<@6V<^#UMWSB>9>]?]H$K2D:TWR-9Q;> U MV-HIN0^4XZ,UDH+,,50!(U7M&,?87X7/&..V@0MDS.CSK64+_'UZMM$>#F8^_S_L_>F36TK7;OP=_T*O3G/ M?2]RO!XP&#O?
9]=9::$A"E QB\IV9*-@I <#8#Y]>\;NELM61XQ8(A/G?O9 M!*16#ZO7O*Z5(YNYE?&)TAO/I! MY=/QP,OOWT\O+.ND&C<>GP>*,U@:-CCUYB^(PF=*1QW-&"NC*5T)?#8L*>G<
M#\R^_Q8HN@+) $6O,K;?PT(FWPJ/>"Q+@D[=K0>0VK3DT@=Q&9T#_1W,82OJ1;CA-2HJ=5GURAG;7 MJ;-%=K5\E37'4WS-ESR#"9UK_*FDGB#"YARAO&)R[&Y_O=^Y/OK8?^^,
)!6 M'O 'M2Y5*QCE#VL6AN8F4\S6W)[F2JFZL56JCJL,E+GOTB42R-I=$LOJ15@ M-.3G#'H^80)84T-ZZ.C'+483H+1/1D!6]PR,(3>YSD=R9\A;&Z%B!ZHE+F!B:S6*\3#
[_Q_)>RS8F&"GE#K0:V .#- QW/V)2 M8 Z.ZP0#UNQP+;]>B@(:_HT;49U>@AP'*,*Y<62K5XJ<+G&$=)D#I*.SM4>6 MK@E6/70S-T?40_^%(?+%2_?E[L['@^ONU^#
2V6\:.:+]CW+69VW*9:+=T&:_"\-GPO-"R)*^3&/16;R?@)T1;9+'P0W+U0TMG\'J M7/G!K>?8/7K-BNE=F6>@W2BL:U1-5V,0]CV0\C:W!!9!W/1.B\.'O/=PE>5EN!+14Z8944=LX+
(E#P3KK9G!UY$XZ= M\;T&=$?@[(-AG^[!EMO\^.6=VULF(*XG]3\PE#.A)QPL<5^!%]96H/KS_N,V MM[ZWMP[V2>;QWL90M!KC> M[?E[##3U'@/MWN_;V1_J)6/096/0:6J,=
M'BQ@5!CA8NZWM(YQ"(1,8G1F6 M8P(/<&^UK+9E'7[^_>YC>^J> ?\.I;J1$[CR3^H)E1LQCI*FI3MF;YMW5F+V5C_LK!TM9"MK7P#K:>X [N-CZ=[VW6VR?O MO6(KYA]SXI?_^_A
])\5_=P]+9N+N4I"*T0[RQ3G'1.:&X+:*/4:&R4ZLVBA)*%-XU9]MC* M4]1,#]4^Y?ZJZ.!C"L"_0$%>=,5[S>D]\HY7TL""FFD$RW ZLT$9:V'5#IT.H#E8? M4WXHR7)X$)H.6YTAW-J*<-\
<" M2S^"N3CYW@0JQ[H?"I@# 4I-J6.9M1FT-K/M=&"_3*?;%"L<-@6V,E8-/+"KXA4?BQ?B!%P'Z9*66F\>]0/+ X#2V+S,( )DK8'
MW(L"*KPZ7]P3AB&2G^&MX..)ST/L;NYW1P*EB7.,%WQT0>+U!VZP 9QC)70 M?,WKS;:3LHNJGY4X9*I@,4*\OI7$ET&(#K0L?._]^:?:]^I>X[YZLC')W!XS MZ R.D0?V/<"(M?S?C-
T/3$O-EZO/+$Q8-F\0Z[^P9I-6O*.G5G@2GJ,$L*E/ MP*D3TO1R,_ME_Z+I_]C=N?[U2VD6._ITU,=GV/A1WYJA &8JO=(]'Z?R$,KK ML/E%G8X%O,PH<+D_YZ[^;;Q)2*%
(4VA9#;H)2%&;U6 M"&AZ?]W_T(F//_[XN)E>KR_ZUZ91V0M]1=IMJ98K>:5]Q"1)41^EC=^0OURJ MH]SP\EZ43-N]<>%8;(9X]URP VRNR4HW#?4\N:U#3"UTC"AI_R+5,:!!I&@8
M#&M@Z% #*$KWSJB1LN3MSR'AAW2,V5AUC%E@QYB- M5<>8UI\Q9GDN^6M>[]0-9ZC\[D)K++EJ-?/*U\M5C\9\58_"KYA7YBIYCRSW MS>-/,5(R4F8)?VE6+5+"]U14)QT6V&
(@(##.4^MBR.%&BPSGDJ;IPWK9.]T MKVP56EVEV?H#3K6*V?#GAV>=4SD?D$-:!<.XW]S-:ACWDS!*+%\HD&8K7@,- M%5/*KIS8/.F"8HAJM9JU03Y4W]3B-2"*M6M^+I#/Z3"5L-
CTO13 &:WO]^LJ MZ^97R_5O23TU_ZJU#=)P)U@OF8>':R4T[G?+<@I#14Z?4.A7AKSX<]61N#/ MXJ$B#M0U5]/U%T^I5^_+C6^#>B_H6X5(M
P+YHK)Y,]L%IS:P@4MF&CGSF.M MEC:V&J6M2G,DT>K4B:25H:D_W$)YS>M=A(3* /,4N!^V)TLLO0/L?A#";&_<
MSD31=2XC1!S8PVD%/BKIN:89VHV4C&'OO/TCVC_Z]6F_J=X&C'E*;^\[(4Q M-+7><;CU8 M/[M9SF7W5LOS1,FD<*]5-C9&XL5I5A1/T=PQM4F::I;FN9:1P1DF(&3R5-(<
MHI*"M>H2'<$+TZT>U8[U =+AYKM=[YW%G4'9S1$(+S 7*YB.+&9:U-CBNBFE M1V4F"/-A_:19+96K6S.:TBM!\&K7VXH,(/P;;&O%@&(!WNFLU4Q'G1+= G M59\KV9V*,]A2 A?
G(/C4G\VQ7680W,TJXT,Y$+^4_HZ2H>NLC%Y88/H$.G*I M:&8+SP61HZ *!?MJF;<6>BYB@J-5,QW+J%@*?>7W3D(*@AXG^"W@_6K9.Y;G M.?,V8,_J7&:?3>'#,7-
E:D=*.K1L'*:Y5'Z.GUZ1M&R)1U3%9&3O5LL']^# MW8KB?5\+=F<"15_B%/6*]528ZL^ M(Z>D;%-!@-O3$6#Y%1+@=IX CRZ/;SN?6SOG9UNOB0"WQQ+@M-[#11*@^18C
MN*IAIJEQW#V9XRPGK5@OIA'JO2@V \SVU1C\2O"_VO6>8*O+@5DK^$'1<%<,X#Q?Q.,4'2#/ S4O0;67U C3P46BF9 MP[K!6_>O;'].UPWP@D=4O9M8/W;0#C[P'ALZ
AOQ;>Y/8\IX8_!3'5G^, MQ%^C2FK"U,NU!;'B>W?CFS^P/D6G^VEX96]HE7++Y^*FD]8URHJIK\$RJ^"@ M.28Y7^:LGKA96Z\,QP;-QW**]9W02"LQWKJ"#"5-
:W2HJ$\G.L5\B\WF[44K M]@$8N%4^*%U?%?_OGM0VZUJ5"@6^"#B>[HGY)0'^9;J:!978C(_FB4R] M,:0 9$2^($>I@I5MP>F0..63#&-)PTSS;&=E,299+C&@0^V'^SUSWZ_FB&_
M11/B^WK4V_WP^^OOH#Z)W,;->TA-%6=%L\>N.HJUE:J5S5*COK4^&NJ_MX71EO.V%012E(7O..)0=[>%-U\>\.FINE\0$5^ZYUV3] TO#MJOXW_&9$!DR M/?
4L%OU&JY<1^RS$X6,1%LKUY6,B>8+;$O@.'S<5]J&.\1>G(JM689U.0FZ] M@#'TMI*F\-P'(>/N-H:U(2Q+D9=B.#MHZEAK/CVH.5_2Q?@+L6E_<7H?-^?. MK\:#HJP3LX";(YS;4U^-
A_DQ:UO%[2\>C=D&W5$MFA9OO"^2(F9WG8LY28JZ M/KK]>GIPV]0;$X.JCR;1IR4QY43/K"%'>-,BI"R-G)<*E2&Z1EC7'*-;0E!7 M%F?$+)!)65%ET(J;Q^6MSI-.*'-
RJOG\B$M@H8QH84]"U8!=$.DY05]$0MO3 MZGI%S6061##'5Q^^[KGEV^WRUB.I>5]KF3DH9./A%"(5O:SLW+G-7
MM<>SONXW?]0_[M:O=]*3X8"EFM&S6D0?8GB8_W)SHSD.?,)(HSC<5Q*A?C!C M*A&-\-B5E<^OYFUK27GK[LE[]8O-E+$BY@V(5 M?FO?8#T2%2>]&X"V$(+A(36!>\M?#:# M:
(IU9EE2;5H?7W4XT[U6:E0V1[?IO&5?,W^>T,_F]LM.IH]')HVC2O/XX-;Y M*F_-1-IR%3F!SEZGYU&'I:E52EO@C$R/6:2\3+R6:7$6-+1+13KC3.IC-:X
M;/,5!MQK7N^);Z0QN&]3XG/57$-BUQ-:0PY?=]>)8*X,+63+GT&A2/IF07K% M3]8X>CAK?QA0KEIN5IMS5:Q,*EBIMI/VKGM]7O^:MMG.EB"H6A4-XNTMZ-3\
MV[\F%TN/6V"A95%%RP+6FZU5&;^2'#]_F&MIL]0H,$(>O7HR2?,@TJW&V#9, MD//.TV0+1*#-PY-:49IU/H:-+;W<6?&P>=>[=] GO[88QU;-(87TWGR?QTWQJ4],7ZVE49.Q$'
=W,M_"5HM$ M:VYW3=F'<."BA(MU=[-M16[TEX2"$WZ%"'&4D=G@_4NG $P#1O8PQ]_;2\0F4@X;MFE$"IZ(-A5X.&,4<.\]Z>1R(U.GT5;67Q;,8M2TK M%O%]U_O5C2\-((&^ C4<,
(:B2HSNH$[!V&* 63!GJGF(.]P7_T.>+%(PF*L@%G0PF, U+HX+GK"'9+ M_^*0Y!12\P,_E;I(I/RD>0YG_WFK]PV3#_U:3;>*%Q]]A';?RY,V+C,2.5N23P-H?D.0PU M6@-
#W006Y<#WDSYLGH9/B[I,% 4>/8@OWKKLH0:#,KM0:GA 0O\&'O=CV%@X M'WC#];5?K'C:>JUTO1NN,6<1RV]&E(9!I3.0>PV?H\A$T&OT+12[^EWY#$1&Z M4,->$I/S(8R@'PM?
\;#,+VEU7!.%N.W@C71]AEFF*X343ZLC@';&!*81DIQ: M,EH"O!V*WHSVQ-#XC^]^^7+2]*W#WY_N75OY7\0*IX*O+YCT8[E4Y@]S5\;V M$\@CVDN:^DL";&M!B-
,TP4)#D.+$T[1!SO!=,(9I@15#E9Z?*C=C+H::& MS^CB&[W(QZ+,AW==:*[71E+HL\C.E41\$)B(SE$DAB%)L%VG(XIL].9HP"\H ME:0@)VNLHY[#F1-
1@B;=W=;$R_OAO/ZE[WR^Z%Q5)KKI%?CN&,2LR8NI8>#\ M<19S\"-JW'SI5=K=^1=3F;"8DS2KXPF.9W,0[7[9^G3@U[8FKDC+-QE>5FWV M93WB06UWMV+;^W%XN=&
<<5DS1X28^*8KF9AF\ED)L?&P,J^%+B?71WVNY3PL M6V'VY6AD]VA']+"(W>+7M(AS>E@_KLU2K5!OGN,7F;AE-K=V'"!O;.QP1-?+ M/IR_,&TOF_JJE\T'">]G45[UL5KUL5D[$Q2;
C85;727 O>;UGOC&A\1W>D"?;0^_MOV.%@6>V?#]X8/C^P/S* GJEP,:<,\+;-J7/G=)*8&IVG81M3%]*E2%^9M!3^@G%^VDH]JZ"K0+DEQ[;KT5T'
MF)N=NL(49':.KJT;#16!G+BI>JG33X\ 5OV ZL*AABO7@_>[&\[[_?C<21NN MY+W\\+_$H]Q(BBBD+MQ)^OML&UB8*UY;*V^J!O+XTVQ(V*/+&,>V;MEX6#E4
MO;2U.;H7]&Q0V26M(>_8NM7L\B;HST9Z?XLP@T^ M4S?AIZ3)^GS.D!F:%*<)/!E^*A6,'&$]BHR?/*&:D7OS_*3Y<)"3\<'&7)]@Q3<+HH-:C-P0 MD.-%86M-
%4!"KFS]$V7CARI[;6SIX,C]5,+N(CA!C29?$/;2](2CP\K18;QU M[OZV%TC1<^S>$BD]);G[NXTG=LX\H@P**MR#&0$E#@7.BUAIZP$A])=!B(V.
M4XZ_WK0;WS:7*AS^I(3W<-3;\OI6970?CSR>#]4$,# R4)W$3LJF8*3*0U$V MAA6IIA#2T#NV(MOZC?]BZ]4LK=<,,JX%^X>.+/$QH^!C4WX($TWPGUT$@XQ# MBS*3;&M
]3@=A_Z9L:-9UA1HZ_GL2(I!"WN2424CN, B#U-^MH,5K4"2,M-* M8F+W@85ASB"H3CZE48N!]*Q;O/K9@DVCH&"S[6]=F;@^\WUXWZ MRIFCBL-
RG%KHXA;IV@H(K_RZ97K/F/6>^2EI4.V^W# M_B9X:/'UI2,+*8=G].CUI<;DRM GJ"=;.8L5K_CC>(56@Z>N'E&8?MNHX!3I
M4=1U68AFAU8BMO\#2X8=%^("C&8..2^>_C7$[#.&/JD4Q)2AC"A!*>$+5',2 M]+B^"@L5?%$=2U%&I'Q0!F(;7K M77PQ]K $6NIB;/-ME+1_B=53"=FM#S?FTNUS,P^+E0I1NSD-
3_C+3")9*P9" M/0AM\FV07B++RN3?29G16($F]PT'*,'E9O1)"C<4&[*V]Q!1$-SD5,*0<8 MUWIG2:RZO-O3G"LJJAP]99RU@ M-JE?%!_0+C9>Z*EYDO&I>:?'24?W'-D
MAS&JE4WB!%@C]Q@.0MA!V@C+/-2W@K:4F:Y1:'RTI?ZM6?^\K]DI>DZ/ZN^M M&\OU**VSFSL4'$YG:R5D0-@0C@V*U.UJB(W,O,Q;E9\#2(DJ'L)&'>);PJ-
M2@B#83ZJ>=/AZT/$BJ\EB)8?!0E*4Q!?CVYT8? TID6UT'0"Q9^32I%7Z+ MYI/3I:+B82EBY*7(N'K2@KM]Z7CD:R<1(00LE4P/SXQH36#+XB.)3X>?6I-]"R>/_=]"8A7D;H#MQ);<_2
B@AGHHE77$"'7$-4Z)/,Y M9_V2-X+6D$-$,H?(#_ZFD=IRJN$K ?T(<-FCQ/6#X1(R00V!E& R4H)$)WLF MI 19'5_@1QO*"-C_Y-5ZHV:\;3I?NZ?>MDU^Y' &V7?
*^]ZD0&UYVKLKFM,F# M.$^YEI"BNR8]KP4\DIP&L?Y:>LOD233+LR1*9KAM+,S MILF2&3VQDJFYA=(X$FEY0)V%89X\FU")*7^.\.<)#"HR@FS@ M-FS0AKJ/A9R0>M^/D2H@:&
%6>:2WY[!!ZJI?BVW#M-LC71F>'W%U,;VA2I:RV/H'3E>/%/5?]2Q<'%K>],.W&I0 M+BK54>SX/YE3S^C$4IH\W"A5U8(Q1 ,P;73V10(G!- G?=+I=KDDSSYP>^BK8 M^Z2.%+8-MD
YF5,D$_+8D(=(TUXFZ.(K]O5]UWO@&R>=."!@,4IXR_;C2&C MBUND:# 6RFH0]6:5LF@0 S_-APLSF>%8M[L?6W!/?]0](UK%1!EL&.7@FELK+]1]SCE[D]
(AELVD*6P_L&=>L8@K/U]8S M]E%%QO1(6YLKI*T%(FUMKI"V7C_2UF.K>X+1'2??\%)'\GGQSS'"/0]T9M-
MU+'Z2.@A(IUG^"]34Y8G#F4;G=JA?'@(K3\B%ELM.M&Z.).0N<"/KGML=SI M*[G:R!A7,XSR_]#M[W;]PQ[MWX?NP8?[SL'9P>::?_V#EL7>
[OF:>OLXKMY<=8Z/F_M7!R<')\K2F@O#W[8 MRKQ9&,2V.0EC6R;?V(G#GGFZ4IA]0XE@E-PT%(W5+R%%Q]=D$\>]ZI/0#?S MXZP">[_G?VF\.[S[?/NKIY3-$\YVXN=-
+QUBDJHYXI/CU,D<0Y]J8]\)&=;/4 MK(XN%L1=:MJNQO3;Q9C1][N?C6W?YQJBF/O:;=+8,OFMM:#!SP=I7+I?+H M"$#)%!GVA"+'V0.6Z R-
M2)&XD<80G;LD@FOKZE^[VW"'F6F)U(N-7>%ZV&O MFZWQ!$VE^]PQ7FXEY0K'\F!W&8X.9A-Q_-4RVX$5VL8U71N>H#[BP&Q;GIJN
M2%23@P7=KMMQPI+ZD.V&L%:1\DD1Y4O7Z9I[\J/F";^Q/*;$2]<\&I6\YI'J M!MC/_+KO@-:)"ETB9T@BB,R!+>M"%6+_55)CM)&=+#[!XX,$OO'I;@Z+[?
M=WZ],@VE.:RA5'_>WUX>AK'_,>D>VF_^/7_?.MM;VVZ=DY;R_6CO^&*EF[S< MI65&HF_96/%#%^)OD]*!/==WWOS+SG^1^*75P@0J-,ZR>.BO:6=&H)0OENW5 M\FSOO'/IV(GG"
(^A2*3FH-)Q$#MRYT_",ZJQ&,'PFGI;KKG'_'G?N-*?F\< M[91O&J^$U;4,#:/!]5E=HLH7H2Y@+9\683)OQ>XH^)-IHA&4YA_)=(CH[Y?> M_VCAMTH?SW:COF?!6'"UG'Q#E\9VZ^=]
]>O9R<6[ZZ]]>K-B+?./Q\=MC^;5U!K:U)KD*_T.G-9-# M;?H3G<[U]@9]7&.<;7S^;X0G++85UT*6>IQHV.X=?!VXSN>_49_4+Z,4\"5 M_[\WU34':02NDPVV>?
E+H8UJB5%I4=K8%4RL8<^JS7(JU@NT<=A#HGA*+%['B M:8D#6"U,N1<&H,PBNPW"O\VPUWY;+6^4JK5&J5]Q_Y424"Y&L8DL6.MS9*X- M^^;RBQ&O5O]3O,>Y(,A_BH(EN9-
5']I&0"6(\N"BH3REFEO=CXAJZ%PA&R0 M6LOY$8_)L+33.CX]W3S[LI6D'=O$(Z:^8]L.*"6$%[#-+]@W^2W8S,T!50]/ M#&-/6/TT':E&+2ZGI#^LKU:E5&F42]5]4>5.
(>%,11*+HI7_*2"SK4ED)]S MW6;U1V5!5[Z9]MSN_FFSMG7WI=-..4^(>%/(&C/+%@M-7Z M^L8"'"74. ?X.5YC:^J:BJZ)#D]8BO/R;M_JKTFXY5Z51[G7%]LV2*_MN;PI6NY8O;OFL?G-
R3CC4U#=N*UY3(IL/KQK1W6] M610CFX4@'T=M5?KUHAGG]I1DK[[_F,0].-EP;FS/KD57XUFGFLTX,GX[+QUK MHS\BMBXMN-I*K3U^L M:NVH,1\7G8H_TQ_S\9)Y[.
(=$Y:6Z_4GHB3#AOWA?Z0_2#L.FZ!CW!J]\F4 M'L9+DQ]R@NCYQZHJD6]E@?6O'YYIYX]JMF.[43]>ARZ"&"MN M;3OP#.O.U;UKAQ0XM;;?]>4QQT*M]*TIO6LOS[#L6[,>]S/Q0?
MI/;Y*CYL M'Y[7Y^.#PZ3PD*-N+O2H']>!6$@^64_B<-APB5C/;)[&O<>D0NO[=;_^^;WW MM6R-]33N">=.S]4S#-.9O.MQ2H&;$;2U\L/]]*JE:J->*M,[/9NCBD@38347A"U0S^
(/8E7O M?YP-WKGG!W<7GE9!]L%0R?F8VH06+S^GMFSY\\7(.16%33!S@*16?]H[WG** MT]$D.4%>Z)3ZN+&]TX/#NXN[;W??]MVI!6L1V2Z +*??DX4%\6KEIPKB/8DT MG86A+
[4YM#4G1W^D2_+]\,3]U/G2=_SVR^;HB_%(ULH/C3:^8$-IDE=]%LZ^ M5PAF!2!2K=9Z7S;_-W[UOEDOG]_/91U5'AYU?'3K2!35%]1Y:24%K>V?]JU& M\Z9YMW%;O:N_DG*
56F/R!TV3@BZ\H\KZ5G5F-<*NP5?6O805E)3+RI2%9)Z M#:4&K+T]&"]B;-U:H2WH3/.%<6/<7"%Z_?N':J?3^1%H8H-?U7%G\^4BS?+6 M4\Q15'_O]3=_^=Y%
[5=2'S_'L>Z]A<]RZOKZ6N5A $S+L*ZB0OA:Y:&&?GUS MLT#@%A?*[@I4KP9/#G*@".+Q% MK/0^]==^7X31\88(L^M9?A>]C_?0L1M#2\Z@Y.P;KUO7LZTD* MZ8?[#Y9WQ<67?
3[;3U]O$VR_(@U[_(57L/[+@P.Q0B%=\'I)-UYK(RT;'8W>-ML=DN_$Q094-,6T>;:'E>@-W1[.)]L\?#"(:[E?$5W7=/#L*C"V<[W*@IC]5-
MR"R:T*3K.]U\1OEJMC*^FNP]K#ZDL(O+E=+&Z(XKYBUU(ND$/1^(WU:U[O%EZ$PN=L<3 M8@M"APDJ/KC6O'|WSRT/]2*WW_9:;67X> *@1\R1S>M2CI\=)O-4G7T M_3
*MWE.%]0%('F;_6*W<*-4KHYG0B/LQ M%1:$O![K)F-:S_2FP1=KZ(#KB[E'J9/WP(>S=!1N\2&.B(I=%K_^W/$\6$++ MMX^I\,K!-JYB>!6_V]T]?+_YW?K^L;H,%#,
<8)!P]I.6DB.MN;'5X/B:S<9L MXFU.+IF_OHL_W23:_]ZV^@?1IXUE.-TA?C#GZ=;FUETV:J5*<[)<#6V&EHDL MC]OVHG;+TY+;))#LL,D2(0A& KY"@>. IGX#]F$Q
MK1PC_#A.@BS.B!:A_QW!W8Z#^+L#)RC71>0KC-.<[\..?FUN'S:^_WZ?:H>? M'[HEDZ[#DRQT>H="-&Z=LU8O*O%(N=ZMR\UAM?W$KD]%GC+]5&XC">5)9/H'1NFU?]M)^'_L?
*L;PCT^6FW$7M!EFM#D4=!)SC?Z_WKSPR^&:MMI6G M@$,GBASGA,6!WSMTX/1'8FMN:C=P_(L_[W>CO>:'\&0S.G]MX-Z5\C!VYM;/ M^]OS3Y'^=SV'-;W?
>_'NXUSK?,T^V#P_>M5:@WJ_P]I]!N(8;F1W,/G&[+K<4 M[R8^R_E Z6*3-3#3<4D+!,5IM)97*M(G2V80&J2+P("A<^/XR=).6_3+/A"PA6* M8%?Z87
#TX%=Z,#4K3X&2)_.17U^S5KA>O&8+#PSWH"TAP MY044)(KMLBM;_T1\41AI/A[T,3_:&\ DPJ03(T8^\G3!W;ON'5H]H7ECA2XE M0LO!U\U]^AL!TJLO"N/?
B+(@)+\]"Z^3:5/#X1;^G[_/Q!W@_LDQ1+YVMR(7 M08"%'5??HUO8L7P_0"Q_;#5FNQTR56!0 X<*?(&/&B)'B0?6^/ &/@; M6@>&/_M^3M_[:VO5^VN!O;^V5KV_5KV_5K)U]'J/+-
]BW:VV^ MTMI0G11211A7',$H:5]H?%8))0)($W\X-KM@!SH.D]?ZUIN*$PF\X9:V8O' M4Y7.8)6.!.44CPOUU57V&LA\!_;OF@0O,_[(20PB-R1*%^.'6A)W9/LQ?C2
M#>TU;EL3!4G8^=,%UZM>[X%O?+#\!#L2#&=ADPR2K6NMO 4&&A#P26H;C*JH M&V/;I+"/.?Z,Z&K$G9?08>"V$XY2T)AXM;XXH8\7: =6#._[KF60ON?<]5U]
MG.J:;*C_WD4\Y:>Y]\]>U>.T?]-!QS-K26VF-N6/3 M<&0K8V+3R!]R)M*@\-9NCSQ0V:QN\%1'^>?RUZ?.=OSQ0Z2E<$MO4VXMLQVH
M6LJC'N7\^7M:9;BUHYNB)Q'YVY#5=S"@;@H9,!0OK8T\S%PV]JX8Z0P,G7" MCFA^V'?MGW;_9W*A.Z3"DK&-P[]_M7YVD(?E=?Y&S'/'F1CWK^,]6E1&!9 MP4+6JAHQX+9C-N?
Z2 ;^GY6N^&K7"[BFD+S0&W1,J/+X#8,@FL3O0.4*708 M1&;+[SD>3B)5"X4;4'CS(@.>/++"SB5-07CN6&FDK*3,%#>R*B/J$<-*8Y'4

MV9Q25VR.R'B;A@^=BQTXQPV0#.>F>_ZQ_]FZ^+A;>7REL)G-7A/I6!>.48R M=Z)KM3Y6^S-T[<_%% TR9"?K@<,'N#>|'KB@$_SUZ=/IC^]ATG6?7.&;[13G
MUN$WZXU2N3D^)WP:U6[T&16H=@LZG0\7]M>/^]]WC^[K3Z[$S70\]8<4M&R4 M2XW1#96-J?6U\N+UM06=XV#KM"Q^=O.;OSO)K9;
(0Y.P[FSHISB17]6'RS<#C>LN'.S_M\H_NDBM;.9S>WNKP!^O)F;6.<#\V8 M1M&J3*]H+>QT#A]=^& GOOWBN4^K.,U\/'/KP1..IS2]7ZRZ;#UK<9G?] MR:TYO_>>4\^:]4PW9\
(I6^E9\^A9BRX$V!Q]1T\4@Z4I "A\ MX^?]5MLYW/G]OGI_T7S&U/\GR1/DMN_(>+ -O*DUG]R[)?D(^=O:VEJS](O M_GFVZW$ZRZ?=XS=_WE^=QM7RU;?]^^[F%-
WC3T[WSEH7!\?O3*[6:)V?[UV< MFZWC?7/PH+5[<'AP<; WJF_||S.;SQGOWBYY1O-';T2KG=Z]&NC^[D:_G9F M[FBNUXH^96?S="6M%[G]_GOCQZ_@8_M+;]"==24ZTMZC=T"?-
D6SX,.YW7"H M+_ER=A:?$BCZQ?=0G[+%P<+ZIL_6$D-;]YC"'_BV-G5U23/ #G??]?M>V?'GZ*3C]FZ402AN5P=[YIGLPM1##?GCP4VFJ7-1A' S"-W
M;9^Q1?'2,J*EFDPA5]1!+@Y3.S$CZ';]S3C<*/\XO*O,S F+A)CVG27G%[?W@YKOWSZ*HC*\!/%YLQ^$LF B)_>>:_G\CB+
M64\OQK8VYN%6:SM%6=+.;>B507QC\O4Z M#KAZ5-VP@YV6USS<_UK?LL(O-3'&$3PC?-@GN5"[8\>V.C.<9Y"-&E)S'# MM9T?
R[%2@VL[N;WXD_;R>ATEW"'\L#0OW<\56"B"75B4$SZ-YI2UN-3^>?MS M=-4_"+%=QAQ+'3G+7-S*_&\[_-]_"YM9%@WWL+C%TVRC'A2S;N[VMO8:W498 M672X([WSF9L\?
(_S\;4^+V"1_V^&N?"4IC_6PGG(;3\X>O. P.AL4<IY/KOT M\WO$F/K7(JC-1_;&':W3YW+-SN2$Z8\7 M,-T*ILZE,+K$F[_=A[7[@^_V_.4,-PR=9NUO\LL9[]DVAM*G M9MT-
O,+=J@ICX2Y#U.31CU_(E_^]3L^K[WW?O]>?_B5TCS=\0\!*<I^_)7U MM#;QP<=?:("/3A:?(_U_NQ[_OWRH^+[SN3HNN:0!HZS4QR[A(Y3>=/E2VP MB&?]RS8"W9R,^#A#?
K/R]_78AMVVB#UX^[K;*V4=W_>U[>N@FKBOSLZ_/6L M2-CR@!EH;A9G@997'DNC]PX">&_8Y.-=R; C4\8[>?]SG?_J/HYB!N_&Z\% M@SR7]%K_>5\]^K7U]7S+W;?
M"4FOYLF^D4]Z+8 H?RS/R$MUD#QR[F!J;]?-%K M-1XE,)#21)&"M9\@A]]"V)5P9TN?IC3M%D^OT32K#_>-ZJE9FKI+#1G]3C8 M-';]GWVI@CKVWAV"?[>H+=%/]QCL$_?G_8_C[?
#S!_OC\>])-#=WH DG:+K7 M_81OFK&4.(I?<-3Q[0/H<=1YS$"<SMHP^,$L[J*?Q:2W^92QC]GLU]J/^_O6I<;YQU_Z\OO MUZ(JM]6&Y'ON/';I68C;PSM!-?7;DR2M^7;B'H-
Y^GX'=>)T";V@@A4C1%V M4 889K:!?MY V[!_U:\&/Z[N*W.?*YU?^K^G:[14&ZET5 5[NO/QH_7E=#/X M??GFWYV30#F[HYW]A359FF;1+[FMX92E6]-4QL*V#R!3S$'_L)O!N2!T]
MB1Y']G0LLMZ>-O)/N4Y/>S0$08=QT"N")_K>)9['?$ /6P>XPML<>Q?)Z68 M'!8DB>M;X< [2/D]NYMQ! %82 .JBC)D'+C_Y(;F3]"$EM?[&?S'4 /W&# MS_B2WPV='C:M",(!+#
&Q0_'0\R7L.-;GJ%^ATJAYSF=..$E@I"*!R7N01F[M#(8>6WL_.BYI"H485NA(=O40]/Y"WL42$X6$X[.;AP7=^)>& MUR(_8_!3<@_GR088':$#H66?]\J!KFI:#,Q[QKZS#71V>>)
[XA$!L9R+L& MIVO>.+X=8 \;C]!F/.LV2MS8M+J]T>U@*8VR$00F2^ZVRK[QBH M/A'#8SED1^*$(EA@GGIE+UK9<&A1R")/K26]!DZU[[1#ZCJP]=R\2D=M:@GZ
M%I>2+JC(] =>6Z\UD'B9U?+68_"J0?5WO=';._Z\[T[LK#[EG$;S\SA#\#BSB,=%3APCM2-:X-C.Z(>H\^X[M3L19-)6RA.>KE#/(I.=).Z+F4_$>7*
<8NU8QN8UZ0E+.]GX9=S]#6WO[E:+Q>"'AN/16!P[B>=.) 0V+*[MG2(E]-S@#,B?!AM&[5H7UN3G.=CVBY<[![[92GHP+IY8F6Z_PC@'G3F^#:30 M 64!V(0414(
;5OPS[0#9+:+D_JU)I' +H-[+?NF(B:GC>"A#,#-U]3Y-FUM MU443M&1V'4<8F6SH"GS,Z"\6:=3MM=<#@U*@W(V5:--IW^5R0_3^ GY213& M6(4L#=P=*W*R4HOWXO!P1_*/>\?]?
0K?[0>?4@0[_#BQ"/%UP8WSP>P.>CS& M&BIHTM :Z*=IUS"WZ[RY66H6:A%CU8IUV_]Q:1F6BL;X]EL#%4S M(!PB930RTKX'Z, ;9VYLOR.U+'3?SN)M"X)^06E2WDL/E>I ML@-
$_*0!C(Z:>HY?S(U2 XKR^$YH.RB&D0#84##RYD"$,7. M:Z#V"!WMJ-E$PBN]8F'/Q*.@QMF895-H,\FYMD?W:7;J52V627+O^T>#?) M_;OMS_MWE_&&9SV/"E=;]U36*IOI3U-
[4BIS^W9K&_52K3$&#YOT%"-T^G"9 M'?9DL,.#3 NV+-!VP'^Q*UBY2?+<;XBMC7-F%#ALC=DNKI3],SH;G=;?5&M50M%P'2 MC6)"Z""IEO^Q@P1Y@XQ#P[?!8@N=#N=!(9/$'B;.
M-7M^T?+B)E(^9Q(53A%HU()?7&.GVG!@H"&'CSK8F,?T5OLI3;)2XV>K X; M_A8Q#EP(3I#R@LQ;2XV>B^]*ZB91.PBW!/\=YVPI/V9]+UE3-"VV.EJ;FSH*I;]
M0H;N+MDR3+)1EKP/CR+T_;]_*2K*ZIU&'4AG-TS;]^<#EKOOAZYSV35B:3? M-.5W*]=V95]G]EI=%:EN#OFKUH<+9DO!LD T'OO[R(^C\Q['(-9#G$/H6,K=
MQ.XZJ0Y4GD_NOGVZKW>>?LV_NM>4]!=_O=0?ZXAS_[KBS.=Z9DYW;_;A1 M+Y>:FR/59-/JXHE$P##(Z $EQ.^Q*X^N]7'KQI=* K31AJ*3)4'B!1VZ4&/I M ?H
W\1]YP_%SHW+OR.7=G\H558>IE245N>9XWCF-0L.4&4$DS2('VTO&,%4? M+C9)<:'51]C62]T4@0LQ;^72NL'D:^MTI\VL608:4Z\2(DOF8&,APD9
M7T(5%!/Y@1]CI/W+Z6"4##N4@B82#H1D,]U;*[0QXX$3'^"KEH=T)@;\E?@4 MH3"H]"M:-_>3$$GR&M08[LH:)#%0HIR9EK,.).YA*0'\@YN;6S8H_Q'ZDJQN M%Z<3)*'*^L?
T_"CQXDB#QP:]YB0,F!R0M$L)/#ZG]##'%1^/&/MWSI[$MFUA M44+N^GTP]]U.K&ZFMGTD)KINQ_)CXU=B]T3P$>0/FP2*Y5\ 3+H/ YINM M-#PT<'6]D(Q;L6'KYM=+UY/&,9H ?
7B:(EU#'Y#K+AFWCK*]L>DL< R?]E5D M'J?H#& Y.UI5C;%EQ)ENP##8AN;"2Z-T",K@VF43,76EO2V' &EB1VW'[&$VZ)98[ZA;Z M\&(G-L0M3&\5L!E1U51X'W'GTAOYZF\>6
G.':EJ__[W_UM,;_==Q[/_-D]! M6/X# V'N; <':/QCDCGSMUDUU]9$N34PR&F+I7-%NIM4>SD3,LMDO)5*&<$U MADL\]1.OQ$&_J+AY L*F]KDWF5V3^_6/B5G0?
YNM$!39SC_F,=B+O*?' >Y> MI:&_];_R-?Q36E$MRZG_^[^PS04;#I?[;]WM)^!I?MT7GI](O9X>QN6B9P M+;!E_|_%R\GFM@,B&)-V"]8W">5,U,G_>U]>OH^]\HSH$P95+
MM8]&%9CK61TCW_EYO_OQM//I4_W>N])>7BUY=;B6O/;S_H?WY;;WX>S@1_* M8;*VS_<^?=X[OC#WOL#_?:9Z\N56[*83DXMVA6"HSKEQ@R0"Q3]TL-^*8V<5 M)=3-;D#)@6?,?
A)V+L$6 1OB+3XCHLX'(MLSHG]7_OG+=.Z<#L'P6)BYBR!R MZ."0KX..%CKL8<%A##',^6E+#8?[#+&AZA,-BMOJAZZ6U:+=HT%%]@&.J3ZO!
M16!&7P+HFM=N%&%Y..;P14/V#=82^*AI>49]TRDFTC4\F6?3[KKS\)7:)RZ.L3>FSKX4IO?+'S7:EIW6PAT%,5XT"ACY\ M=TK/_;@)CRICVI#*V HFF&.8\Y<9E>KC,THS9"Z,
MH3@F>F_BRQPAOG4LS.B0LSE7[YDM^9[.68_=.>:.]ZL \89)18[NX:-4?HP MUUM9 R,E5[(:5=$F:#9 N/#0$(W]"'(2).^DB^>^=X>6=.)&E_C+':S?2REU
MHURO;H@@%OTT%]&^&/*E]_U.1S5#UM('0^]H8S3'>!?(@:4AFQ5N&(2;#;R_>&==]58!F) MI#_-2BS3OE:'B$4(XF)(9R85UM'8+&>>TF">0H?_UBTZX;G9 24]H#\]](3?
MG7ZSMWY\OOELN\]^PFB-#F=#3'G"M6DSW0O8074R.\B<)F0IY(T4>[*AOLTQ!3H1BK4B:C1&^OIQ.2PZE-$-#MQPRLZ7L6)L<
MK<"D*!!LL]134Z^(Z*H)ZTE3M2=##"SAC';_C MH'-U0,_M@CWN]TYA]H%[?FF%3@0+H3^E^!@^CX&2\,SW?B?8"1<^ M'-B$F9A%P4 TQ<"G3\H<[H=C:)Q^[FQ>.G8G<%,-
CJ,7+P6@7^MU&$ LWL.^+]$;D%@EP4F$*' MYHZ9BYVK@?"?G#RB3@=A8QPEC,*?)LC4N P^O<@+'+PHW(Y4P[S7MY6+>G%D, M H7OO:<(5W N2S&%%%33'.5!:C=@E
M05/(+S%=/0PI3=CFN#U&ZF-T;*6\#*/W:HMQ1H96:A$"!;@ALW8,M3OR/?@X MI;O82;+T;RS*, K;N-&.+1 NQ$CZ-#%' \?
PAZY\.H[6E$9<_TP]X=P7=K=3^V(%'\+W@UJ]8X7.FC8K1;#IO"'/ MQ<3&9B-.O,P1F,-XC3=GN]S3NA,F]4EIKA=!$].%_<^(]VKT)^];[C*^C?[2 MB9+<#Z'3Q5R8CL/9*U$?
YHPI+Q[Y(XA2)64?6Y%M_38/W8CBW6>)YQCUS5K] MK?U7-B42/D!,082*:UTR05=]ULF;M4UXL.T\5[$2>B+*K4"UD1K[>+%Z$F5 MO(/4[WFH#3T55>Y>"G-@,M-^),BD5?.9\
[/FY]]L[5?&1GN M42H<57 [RO]3#B[#AKF-$V7H $6%E$X.["/>XH\WOLO/MT4W7KGG1A7]. #M#QI??]BPG]9Q M\S!A/Y2P[/]$83
@9S1'G/>.3XE+3@M"L*8K)S8/#W<03]>BR\4^:C3^D![@ M9;V,\"X_: <&_;[7"$*TG/*SM0?[L-1.F!%ZTJV@3(U#>B_P[&A,P$._I#^$_W7_MQ9WP"F?01>T"F2L3 &LU[DF*@9[R?
DG?E](25B!I#[A[@^----.I$S*I21 MBXN-22G(IB:PV6Z#1_1%@BW0B4$Q=KJ82ANE5)()=XM?R@_^;6 ,91PHEL9DA%I$ M"]BT]X06F F8(#<^Z6[<,.]1ESLO-
R_=UX4Q^D6(F_N+T^J@?W5]^>ECFC&Q MHS&NDF!RI2F=1R/VA7F)^3K2]7P>>D?-VIC"#DOA6:-U1_.3T-C]K2I:+G^;RCG\]W3R5-EJU;G,ONL3]]T;2KN1M9?
9':BPJFUX]NG*/ZQ8>/FVD[/]466S^L[K9)U:8L\4 M)YK*<*7-6S[ZG<^]E>76Y69SI&^<=BFE4T-,!A2X:[8M,4?2N<.>3Q$7>&(% ME?S-./+([YS8#]Z=/#//[?1<"S21B\? MU<_GBLE1?
7ET-Z&4-[!C=]B@I2W!FD>3)XZEAPH93GA\49\1/-\5'EK-8,[Z M>53^=&KCN/Y675UP M=6AV.IDW4Q5:T<6<]HIF;U9]N.Q]]Z\^5F 'IJ4 07Z3D,.8;N)BP0MKI=UT-YQ?=2>] D>("X
M+R6S]?@.W#&&6 AN*7291OXWUIO-_YAO,3F!(ZP.-C9,$R_T.33Q60H'8WUP M=E&I\#14ZT&.1E![PVM+'U.MGF0%//ES2&0DUN4";Q#^!ZL!#;[MTNUGT0#5>HP1Z^D7K4=
)JA8:F8B6;ZV/E0I*#@LL=5A_5=6N$NQ9G-+2;^C M87>H"!BEV.%IV@$EBCAW?5>Q[(*QK=#)Z"I=48K]#T:L;UP;ZP(N@UOG1HNA
M#X9FA-.PZ#T/=U$)X+858>"O6Y^T0:7ML!WRB1(I-;G07H XN$3/'3>*N3P< M&*'0%<2OZ>0)MP'>D2@4,%U,(X@3(.8;R_7D:DJYI6LE(DLSRFD&'H,7Z0<
M!K4,2'R(B+R[S%E=T/Q9)\4W=H6Z-H(_"-?5" S/.U M"]:8,'B>B@.=[^WH,CZM.H%'*2,6"9VU$PKP>Q9^."7(8#@PD/$WGFF3,I1R MJW+"_@PR.=O^:NY8?8*"/@7I@?
P>EBK<@#MXHO0P3E,W<#Q+8,73/5@BG> MGXF8]*V5L_1B0165L=+(CRA+.9E+!#4-%$AJ<@@*LH.WQEH>BR# M7(T]M%0*V]%FQ78MDBF+5!LC=P2_Q]N= /15=8>L#";
<.,_%GR*5%35,+] M/M%3,0I]@>"^9^$K+FQR?E8BNO[_O[YW>Z/CQ=W/2W;4*R)$6K%XB<6 UR;$#X:OK,Q<@!H." V5N,_0B"H<*0'L M2J2X,LH$C5=,.R5004SZ+ZDP]+T(-5"5:
(LFY-.(QI$]E]/"UXU6Q V\11:' MG$/NDIEI;5I 2MQ MO91R0XM4_!QU(=HU#+S#.?[,3#%'!'-# H_H4RM-?51.%0]K0I9$HHX<3Y-X\!H6M =)O!9TU_I@
M2SEQ3QJ-.'HIEG"'8XF+]IS'_[GR=6OS_LB^"M(<A95Z(;E"0L4)U YGU M/ 4=;,[=QJE2+S7'A$+]W>(Y%FDUUO!.K(_EM+0G2]UG_=7[8^_'AWOM7^
MO/EBD)L*H(N,L7!XS14!B[\BHKIM'K>/6N[VCO>,+D0A^;NX>G.]\/C]_,#DV6\>[\+_6X??S M@W/S9-_\3MI$#&>GXRD^MPM&AXSDWE*[@QZZ*AHM:0=8VS,+WY6,,[47Q$TSF
MEN#_CA#ZP"1PIY C[2;)45[&5!CI=;!0I9$&B!&#OL-M+@8R M_HS3**55R^1?% 2RN_U.D@W]'?]4U ZS9!]XG77411VL%&8NHX^G%75[MZ4<
M6/P:.%;^5[=._C=)AHHC%S;&"@4VP!033/,$#)4G<'L)_'2PAO%R+]AT;1=N M&TQ;=:(]H+-$S"(R^:+2!"@"6 (I"80S>.KT!F>39'A*8@ (B.HF5 M/#
(+Y!$.+QQUUXY%23+4%H\>U@^I62PA^0XMYMCHDNRK-6FTX$]U>K>RIPN;T M5050E(Z1B6:OFU\=T1N(P&@+Y:FAJR79KA[H9.K$&G82:"6_>$;4KRB)555^+\JD'ZPX
MU]*O"#@7:*Y&5G-E?1OD*%]HF27'5&^.56L=-8:BVI*\1WS+E4:9ZZXCAG>)]-=P M[>B%#@N9L6QA75((@[6]PP2UEKE%F M9,0]AU!LC.B&17E6W73-H3YYP@])R=4-
;+X#>+.H=27EB*BL[Y+A4(<@W.AB M>"'0[K$_KP+I3KP4:0#.K\3E1C!@1W7*Y.S!&Y>LU0$C>.NV<8 :-F:+9(SS M,.E/RW2A4(;CEJK-LT5>ZENNAWH_-A3'&1#A))LP/\W7,MFMK-
=45(X73P)!T MX%"S?J7WUI_O:W^53(3N2.L$,+;_>YA*9$ M+=<<+;L"F8WA>@]+[>"@O,JY";)*V$VH8\:<>&>EXJ)3?7"!"JTP^D$4-PTS%M@T3$%5$]XTS%ATTS!S9-,PU="JL'&5
ML=C&5>:\C:N,A3:N*M@&O?-,9B<(T3O;,PEAO+,-BO13<8K[(YD+ZX]4RM0K M3>B?$[NAY19^NIR=$HRBYCKIUE'X(=M8)^W>,E67%KT5R)B6"\:4+3^8%6$_MB6$8]X6U
#&&SWF>/AC##3[^9!XN6U!]2.#:5L2!6]KQ58MT(1W8.@I --9+ MU?IF[;I9TR#C,H6IV1+.#AWLQ1$#")M8::6C#QGOUW?6S;_$F\):<+\O]8U MV.X[P7II]'HQ4[-
(3D@<3*3X!F'*K+)PC50CK>/XYU6AM'&;8?E^D!"&>BM> M Z&W)H"356V=(M&2*&E4:D)5B2-9GIBD>46+L]>3/43V@4/.UH60^LS?W8(D54>FY$AT,=& M9'UV_K
"9RV6Z@L%9U60FHN'SD1DPZD0#%-@N"<$@&,DK\4A=C%&T@H+:56: M/KXT715#KX]>G[?HN;%>?O2:VTK1-QY:RLD%A(I0*,@5:5-7GKUP]>+)@PN8
M0"3(]'&#"]NDK\6L2.1"&R(7VL6R M_^:+,]63W1E%.> M2^;N^<7A;LGDI&6ZGZV;0+!@XN0X/'HDG5C*#5 C/.03*\!B!9%CNV!0Q6!6 MK D-(>[OV$R-
@-8V0@XY+83;@2%)1<=,BB0D:!&0).D+GC=P',#">@5H:VG M^&OBN[\3]-/CL&$VYDHBSK(+@R5&F! MHV@/H_>:.74@,LL"8,]]$CNW!,^&'BO/D[HG:2 QZU9"[3/:.[,GW)"@4)'A
M30I^+)KZ9;+HL@K*P 'AIVFTV.E<^H$7]# #H&1>)D"A MN"&4C4_<7&9Y(9>W^CP;]8=T)@;NE3R'5EH!@ZY6D>V+UCS)VDI'LOC3VJA@ M/K@=%^'CE-H!"]C/K0)%_NM
=8LG80-&1V3=T(XH.H&WT3%)P ?Z@=,B;N!S M,%&U50OMG_K=#&/6PF5,#UYE!BTL,ZBRR@Q:90:]0CT$%<=4MH@47$[21O8* M@H^M>Y!=@M624N$A-">>%8D7(
"'$D]]QXO^IM_=.NW(I>A,]CJH:H5;<@"% M"^YP_=Q;^?]X__^G^;F5O,? Y/)9,V=B;8%]'QM3*L N8_% -T$M HON0/; MWF]';D?(8^!KH"+9B)L,T]85I2CH8[VR*#O
NN8!ZIRDQH'^$5%6-&IZMZ#B M^332L/6"]:-71H+E0*.XH*F@ IRB3/ 6?GL]] <C"')N8 M;%>"$;X.;DTWIL(J>AXTF2_M0;K:9&AZN;]T(5C@3V$!Q0]&_2U4IK,3GV5
M$8V9=!A*>$',1YM5_9*F7"O=FH9XI%NPOE4?X89:4?V45$]V%5&\L*)P? Q> M7X)!L(91;E2Z>U:8QMZQ1(TRX).[A-RO,1 2+N\]Z5.?(O)U"..%?"6A2ZH$
MJJ^F9[6!A:ZS00>49^B4)PAI)!V54N_^K4.1,3_V2*EVR)^/R?DI-^:9"0.] MY_AA7XC #U521B"I9:=LF%]"E9)AKF\@$M:7-\X#"*SY?<< M3_;=U3P7U'JWZR7<;ULD)3@W@9?HJ.8=;
(,!YO#%6G3IAG'J=K:PB+P/9#I MCR+Z'WUFTZ)RBE:NHIV!.370E?H-N&DPVBB>\]QXW@ M*AAL&D<9?SCB^6,BF?2LK9LIDH!(J>_B)(W*XK)YQ(EPA4C5'!*>0NZA/_@ M67?
B(L+"@A"TK52E A(WNC!7=&U9Z0[LHV_]$G1RMX,C1,YUVY,9N%'?#=TT MUB<>/:((.\9=',M7@3\4"SUR&7YQ? Q';E-&DNN;YR#H8,F^N0,D ']5[UKK MAG! CM*85O?RM=[+KW
;L,[TQN'3C1*Z"4B]TM'DT>[0U'T.(:RU*I-O$Z,6U=#!L!B$30ZB\+](ATD MIW51DPRB::D:IHO_BK 5(88I\?-X3K<,_$PI5G]1MM# M$ZQ_8AP*&&8 2]
(=YWR#/T>6O/RCJETW_0$I+OZ,J!P';O^,\R,4!IR .4?*0EW!L;" 8__MBQ9)2NYH$\=P9;DSZLK-LM0KRC-/K!%G_QIKPNKR=H,@QLO$+4D$@:14@:0"E M-
PU8131DR)4XYH4IEXXR)*I=5,(7?*:8$N=E#72""';+!@3(V E]GMW^Q[5 MZ!#%$7V9/]RUD-5"5ZE"RE(R22 +Z%&I :A4>B(#0$/R'\U>["5ZE M=7,
[<3V;]T3Q4(I3C+"ADH]&I5.)LO^.1:^L2+P/DZ&7,_^5$LCQ)Q5#X_: M-52*A!SUM%@5!13 "WWB 9=PJ6.!2(=("!"%]]3,?1(M'9G*(S+<$<2C0/0 MW\02H!LG+X-
Z\#N>F+SKW*901_=.9E?4^J R']H%>(!/L M]&@3:9=@-P@+5KZRCN@NP%,M=!1AX]&1+@.4QT%D5LMB<)XPK\#1B4V]A6,25(6@V M)[PV;[%#N'BSA)$0>!MI.)^H,FH9[/9#3<
)AI:"LR?YCP;C"K&]9T7REUHUB? M5?YA9@,TES2?"&\L@CN!,!]@T]\)$.EF1L3]'3MKBQO"""=9"_]_Q#A+]7&\
M3IAE32642Q9"21Q]4<'O!IFXSX0VF#41].XIV"%U_2,@^RXX3.CE4X&46Z M!ZI6?,EX4\SL<-!V=O&\]]B-,;!&] M)&>O__RKS@3KP_NT2ZJ@'R,(<+YP1L$U\!3L7!$Q
MIAB5]5]19HJT$QNI@PC%EI'^5AG[]74B="+=W-&QK,A,\]3WXT(!]\+&K70 ME%E+Y"5@5@[HE/BQ%?-8ZA4!\Q"VKRVCJ"_]YUVF&":K5<+9?T()%OMI(> MRC3X2T7"_=H,1)?
6)I:K5LP!3 MZ^E6A-=*8GKD]@&;I0',0:='ZU=OF@;_NH#39U.>)B3+^>KK$$D>."3%0;(%NL\+[O^!ZRJ(! M-E]\X#)
<4@"\E$#GD#E8F>;%RLZ/!AA1(*9)VI'$7X5U(<,5^/:872+#%1H4 MOK;PXO42,I]MD QHD\\,R;#O$"V:.EH8Q@&>;KD@!@C]KFNY(:,$@#5+GR*6 M3DQ^
AW\;Z8D_K6SCO$]I]55RND"4TZK]Y335*N0OS]Z;N%6D;V>35' 9-06EWK '/5U]N7%:YD\]?AO MFL @$A?8VZMR%=:Q(,@$N4Y@4@Z;V*DE1#[(I%\RHH!Z+ZBX'EEI%MGG6'W,
M)8?&AM![& M"N.2(=!GV=["#\'?5RO85H]1T!X\XDOl)W5P#'8VB6YB]4 M!CM0%4R<,B+*:EXHM.&+QF4D&K$2OW,I4/_1$$YMA0WA4P>2CPS]ZRZNG1E2 M"P2*?
Q/M2P*9[/1A9@%H+K%OC.^!NLF=914T0G^$M]S,0N5K76NG*$5BR]^* MN)RVV2 Z4M>=# D_D$D%?%&M=@#?]W^;32S*+KR(G+HO?*0A>=? :ACU\&W MCQ]ON-D*?
P5XO$,Y/^KN8PP_/[G'K 3S9SWK?K1>\S!?-O:CP^YQ$EK%#(FO7C<*D3Q;N,U2!O^B3 M>1*O%<4XVK]$Z"%[31(Z(K'79Z@K*P!"$T1)LITPM\5+$*F^F"5 5C'4K M[0\,W[<)
<2ZC((GWA*3!MD3T-B:GZAH/HFT(G2_3O< %S8E\YW&FV8[J640] MS-^OZ;1>'_W)S.D#D2!DLZ:,>@_2CVQW$K'2P>0D5!))B408KG]_D(:R!AM MA"&':E_
?"I^6<%ZDCR>B8;I@25Z31%A%AM4X$ M5BLD,)VHV B4^$>D-88#0U3D*4:(#ZQ(9LE)1M0"/&.HI0,&[+$IENTS1VV MC? ?U_"ARXCZHZT.?+D/W ,C-12R]!M('44&?
[HN9M_!8[T@L$<)(F83R"V& MN(3@!2K9A[\679&-+7HR(: (?Y6E#7U*:V2H0YOTK0A310,]D+N6%GZDSX:7 M0NXWX1RC#)>Q3Z/U;HB4&$;P$A4.
(BU1!*E7M/R\MA8<&2'ZQ,\!LO6B#^) M<"Q^]_YO@0)3DAW';C UP&:X(?+/I6ZM[6%82 MLC4E4]0QO<0&7N%ATPM2;1&=R+=!+T'EY+6'A%\.U4N/B3'4<1]8[UJPO0\
M0K/+)_Y15;V1CN=JY%)Y9[+M@W7(%1HM"H/YC,4&F 878Y R10T#"_UXS0 M(BA/AG,FW6O,2K$8[3<260&D^29#&=BQ95K9LE7Q$KQM76%P4T.C6 -*[:-M9B+BLB1$NXVZ
XX>:O#*0]9I.63TA$;X2$0E(0P9TM#L@YKIHEIK.UV+6Y]2 M%-3 (G9/ICK)SBLZZ:^,Z*4D'V'/"%]Q'>]JC-%[C9L@[]!*6QFTF*+L7 J5 M)MM1VZLK)^WJ(EJU;RD)F!E*WPL=93M9-
Y;KB?1:8ZIO("[C!->>1E9G\O^M)3@E80G;+M=X!S)FSEG+B!$9PG](^R?P4^2L2'.Y25-5I2(]W"0>'El:K2B/
MT[(QI=M)\\2YH%6TC4[]%>LUBC(]UB0RZ']8K<'$M2*%I20%0F"G@MM8]$98 MLH,I!+8; 0587*F&=8O9DAY.<0#E3;_P5N"HFQZI2%U.QW%9P5]=_E*>/B:@ MQ68.]B!TN+.\
(UJ6B]Z>&6T.>W(%81C]>@9G MCU]H9_D2SK'$G>ZMCH D*$S>U&*+IO5B\[VLK'GRLG_@X]<IDM3G_063^6 MVT92QY-F4)$%U+"'$.V?6&F(D?3X4X8E6.R^@X5XZ.Z#MY2Q;
B!PC5U"I=B MY9Q;ZA6U?+(B..TD='H!R07*1E%FKF[=9$0&UQ:)##;9WY JF0)I(LM-2B:+ M(H(DD3Q"%
(]R(QF_]@R8UTX^X\M]:JMRGP66^]16Y3ZKET1W6.FR[K[D]]72&R9U'F]Y7:L:U*@ 1MR[_"Y,P.#>VY,!>; MQ,!KEP(O?$4'OB%MQE)>&R5=,\("D,1S["%?9]X$'3)6=2^!:-8C7*1:5\42
MU708G)PBATJU#!T!#Y*^$O+>%E+$B6KI!3M2QB;T+MX-;]>E?*X,+UV] M3]TG0W1#$KDUV@RD]FI0(6UU1OG2+R9>,5F8I42+M*T~V[*;G(M0GAW>U&L1WN=&I-&Q
M)YBIS'F,\-';QAW(THD M8"+M!-YQ\)00 9 E>=:O^/0N7:3;]6AT&#WHO ?%ISXZEXO]8H.ND8NOs!T M+^Q".%1",&=L4M?!T@I%'=15C9SPAG]MIK>9@LR"DDD,V'SY*=
(1X'L>_%%\ MS,B'*X(K$[=,VA/+N%.OK9BZ%](($3L75A$0O/:L_Y*YL-<.9LDI3CSJ7&C9*3O'#>!&!QA#\FP$N#*Y6S+\!W2% MR&!1/C&VFN7K6<;O
O.\"4+F5]@GG3Q5Z,#VO!636.H5@?!G;S($7U3B6*' M$\08"TC<$_WVRS11"]JZ$889<9C4H1!%3IR2\#BFLFZP-#1S I"ADJ\9APG' M)[Q()#(25E0V7%*(Z?BR!) 4F?
BMR5%3,76.9>.Z'/C;.UZ$1*:(%ZX19]4 M*"P;5DG?%\L8M00NZK97F,++D_G%:6VG]=YH[+/VMLIH6S(RRP,]DQW W; U MM9\O96HMD'8M%'(]])TIQENE>"WUBN""MD16#"!86?U
N7X[LOY]VZ+*+,= M@,]XPHG_*)4N0DOIB%\59,>N!D5O[@@H?[]QKV?;7A\AB#+@U&O58[=4!F.1 M,D%5UP.B!X*<(T]!V+-\L/%S31PRE9-MB:4!V8XVPZ1EVH$C9$5!2TO<"/T
M!@=-:9PI!C440[Z!3#/HB-3[H=!+2BTD)8H1VU>1!-:F@Y'JX$.LFDBLF[@>C MASGU"&3,NY\BXK2<&,*O4\'@>6LB;[- MGA6CG%CY)I9[15E^WQ*M&B2K%\E/9UR#@D; 3A#%*^;]
["O2]+L/4C=R%)! M5]9S2R=[VF%ZVE07S:TK&*?PP\"1Z+;(:(2W]2(?-6(!,7>-HRIN24Y=WL!^DQO'?<6L!,!+?]H/]|]!!D\(CTE]/\;I#:|]|I|(/]!|;:|??
Q]WCJ")%@=0\6D!U9(VC0/AL!F7F!,U@)H]5>4580]1(P^1F8 MEL"23D4S :9^98:<21;TDD?+OB)"PNZ$B9-M,B3#@"E_$=7D:6*.7%(7YN4W2B7+
<_+-5*2DE0!A0K]7>]MS$>NHUM%RI/.Q1AHFU("AH(M3;O@MI,! M-XS%YK!P^[/ 8*(9]0#Z(V=,QM^$.);]]52W>.WR^X6O]%CG5U;DBF^\D!4A MWQCF!'EW0#0-%U$](-Y6_@(>

<(<.0*('H)9O8ZDNA] ME^GK3$D80[%4@^]^TO; M/KUEFKY]&/AO@^&5Q)A,"#I\F-O2DNA.@MF%8\P\1WMWL,Y$^&I*R;#[Q:G<*T$M*?6QY8U$?]CTEO4
M)F#]@NRB3@88>2#2$!=UX$P7$72U,R&T=_EY E^F3I@"^G!H!M$EI4?3U"EY M&\D8$[4CZP:KI51"DB0:8K,C#VFE42WUBEKH[L]PWUO$6)=YR.EMBDC.>GJ5
MGL;)L8\VW)L[@-,L'HD$I&N.(]F'?0U^HIL:4E9S9*D*(_'4+(6HYGB@Z+2 M+W8LS++GV"2R/_H%S#&X(O5]16=+O:*OC@&BJH?MD-#6$MBHG*TN>>E 8[)9 M[43R5(T)
(Y]$8&_%S+&"QAPS2O M@8&2! ZB$REH2)+_,<+7VF82I==(O4XE.1C!5^\J,8#:&U?E67Z[(0F5F,^O#B] M@&,G-LYDDY'5*2P-
Z^6+8408G<]V9N;R&F^@IX^#32"1T"+5.U!92>]+;1#9=:*)2P??64= P:Y>2D_+6TD(:XN]ST7=?CR.>E8MD4,S$^P M0B1:]5FKC/@'QL!^OT$X,*-+T)&O*\LH_:5EXWH9,
<1.'(+71*>"$W5$H:%T MMSMWE$)'"@Y0N->N@QM&]U5#*9FMN MP(1P65ZA>Z8BV*]:GFK@ C5S[_W2(=LR5K;1 ,;_^/4MF*N4%#&6#],H/ M/5. E,KEY-
F?!GZ7:A\"**O^WF623:6^O?$N> TJA<@Z%5ZD#5[/UBLXO%ED6-DS>88.?8P M#X=!&(YEZ&@ZG"_++4HC;=O%\H:OZ//"HR[H3U+&) E@YD%(Q2\I*]9[2.*0
M<]'$Q_<(YXW!1/&V0[FSH!*+'A:^3RE&0KUSA0\89O=4(X2RTBPLJ@&+ZS\4 MWY=# F5-A0FUWDIHP@,5@ZXY$(TQ2T4HE*9)U2<2M-151I0WQA8K__$8((S5 MS[GO$M\+
[>N43]5M$JNX^%E93M10>Z57-,5KG^)EJ>85$F4,T/ CHO/IW)%R M1W&>ZA9@0<%DZFD-GI'^"D#OYOL"_Y!,TA)I3T2-$3F0-
]6:Q\N7>!!+O6((N2H:#_9P1=EM_9/^LO#$!B>W%N<"\3E4\@_0& M(P,K<\^-9R)VL;2]C-^B!V2AF:(N,MT 5W:3 M@)L98
<'ZO5@+F=5R)GKV)X$1A(!1X0,;%!E,OZ@5@00VNU5@(J,H12Z^R, MT)YYU1L*@E.!)BKX\,#.7VI&EF-D@K&DMWDHR7="Q0E4NR
MGQ[3GP1\4NT1NMJU&XRJ(:9MBP+FM#RN1UY<^Y0;1U$U;G4FFE@J%_,HXU3I M"7/3*KVB3X5:8#T_3DP>"16*)6]OXV=JFY@$G)0K4 RME@[(DY>->GX($3$?
M50VT>!=@,U8YJG?%HNWGQ**M]<6B;1.+WHP5E1H.W\9RP/OF#SP%>:! M=TP>N,D#WY8\<),*4&$^KP[G^;%_U8)73P"8%_NG.F]T\?&V%DVMV4&@AN[Y M'E;)L,#FFL V
M4IU).ZC2:;P>#S"U TSM@!^\=L#F\"&3R%%U\IKEJP:R?.'CVCX"K%Q2Q^.0 MY9G[8FL][^?^_26H9NMEB2 &U;P%*YKER ;8;(#-E5>-#+!Y RALEK<8;/.V
MG.UFHAV%/U$*RW]{=@S]9#L$P]A,U>T0F*]*"7X_%;TSIV^GC= M GNV;H%3Y(&\/ W$,C4%MFA%AYGE>_V1QM>PW7T\<.Q[X"@PAS$F*C%W3&6M
M@*$7)/8=^NW8&8P5<6[1QB+E>R"T6\'_^O%M!!^D["$>!X>A(;"J !89A;?0 MG4<%DU+,@R"#K9 3I'_:+$G)&?'926_8C[_1-"=:(?E],_*M(7#G^)[4 M'&*3]J<"JD+L6$O+%A/YD]"
(X0,?\X'JBT@$U2(\^9^V:><>8;K/$I;++WXY ML?H.Y=<7SID"">SU+14P3G9M2,UW]]C^Q_JS/"?]]@C'=SM3C"6X.;*G3 M:M6=_;J[Z+VY7YE/-&\P_2:<0==I-ALOGO[S6<,\LY;'G9,,J\
[XL2U9=H/G M;(#K--T#I^:W/^GQES;?-KMEE-O/7,^ZIV1L]_^G,0I!7"&0;:V'7$;L"O[MW=_>:,L'^S*^.V@=$V.FJW92[(M5[$Q7:"]!^/_5W[@P]1K7D3 MNON@)W0/*G(D2+
[MUIH.9%7WY](XKA#D#1P6G]];]V:GX;BMEN-VVD]OS^ZZ MY](SE@OSZ57NDX*]+M-X*"KW_55W8TOJ(!Q MZ(43:2B)D9.U\(J8F?=M_2?
6!";BPKR7$.!K/[.VTP)EX.!@"=5YY3=E@7E_M^>3!/&*&/VH%/N416'8CGS..V.CO"2MIRA?>_I MR7.B1;<'?P\]! AIH!],_>:Z$/#K0W@G%).]ZCSXHK"!KQ6+[;,]DC.&>PEA M?O@;
(1;/F_,]PNHRT<#DQ%;EF@+#(8^R=2D\RH;A5(:P$%%]JH[]6&TWD9 MHR'VXM;1;SU*D$)LE:E;?P-G,R,_"\K&88W@RE]7NTP>8]RTBFO5 4Y:<+!!M&J*?N%T8P (]O2R] M
G$Z\)MAT)_3X@&V& ;VHG[\$"L9-$'AIS5[+-(G%^0#&Q1W0)'9A& ?SIF MP#>!!),!PN[@YR"AP24H"!633KWNU.OU].)]W,Q;%?/7<'Q&@Z@*'T,&C9$M MBUFRO2.9M&'.5:
(Q/B/%THC=E#P=H%8A-D],Y1][^08\N$QBYP"X4O6$:8B!V],YL;F9TQ- IT.(1G+S,$*M/-PLHH2VSK M*8FMVU0BQ>*);[7G!$<>-[PL5@EF;!UZLUPIY.D"),*.TV(;)9\G_[F%57&
M26*Y$#1S4K@^O0?Y_&(#\"GC;]OT$[F6,IYNLS@'3/X\B)X'EL47#%9V@PCU M.[&R$9[W#PF5G4<*!B.[!-9OAD4\;P8OR(TT$-GJ])>!R!J(;%4@L@=.RVTZ MK?
9.$N1F0&3=AN,VNH[;G$&#_"@8V;93ATV8" M0[X#9)])8QLR^ET0>2T"H"1[70[3FQ_FBL..X+]X041U\2HU]J69O50/OEW MY*2_!!9K&UAL!1B1@<56[43>!A;;T/ S"V&Q[9>:0O-
1L37K;_K]*L$K&IO7 M'1VH%(ZP(;DWN,-VXJGF-0%^#6QQ N(#.:K60#.,O<@PB[1TH+ M-.NFM,#]2@LTZZ:T@"DML"W=?[\$8*4/@NR!V.BQ-Z%HVI6?QGG2]TT?X"KI M(]=>?
X1MFD^./CO"*0 /9U[FHUPE42=\+R.P6$8@#N,$KS/(SA3D8CH,0#] MQ&PH#QWT$G_0G*8DVJA*0GW039"9&="R-O4[@OB2+P /4KX$E7PB>@++(TS M&*+OI2-
["#+:L8])*R!WS7V<_(DB6(SB@$8#MD\4(Q- 9Q&Y@G*4PF30K((%U>Q?]&53T'CI'1M[Z%]! M 6$-H$]!%A*BZC4$7AL&&;J=0-E)\]DD3D TYC#TU**L8CO'WI\^KF;B/7#(
M&S7!D9?)T1YX>_UO?33NU):QTE8<@K'=*KVB0VJ;/B_B=.\#28F]0%['JK[3 MJ;L.D&PF_^A-TP^8_L.@+VOW=@H%G9VTA1<1KB\Z8%-8; !O>%%FR2& 1,<^ M)M\AS?
5@.\1M!OH&/1WNCT_& :CN-&A*] TW)N5[#73=0_WU M8I@S\@TQ >6)! 6)2)D\Q&1G^!9\Q[-O8UI5#'I10[-/XOQVA,.000.'8F?W M?G@G[9]REQ2Y2C2@VX9HS7" MU]]37P?
KV5Y7\?>@SW)DQ0LEQ1V*1IX"5D=!N<'!P7D $X332?,$W3IT3FQ2>?? L.06 MHX'F)^/4SB?LI0+N0RQ(S8:^*+\^QEP]'%L,$OJ6"# .\RQ/X.S/AN4]AY$C M&2.'U<,S-
BJ=.%\8#S<8ON' 6= VP[3V2>J'?I\5KHFH>4+* M S!J9%]HZ$ [#90=BC,A^Y-JQO/+HUBF/(HICV++HYCR**8\RE:71YGU]B&2
MAP2'T'0IPE'D6GA*>_AIS>B]HQ]\173S2R;S9AIP$/M=I[7OKH<+KEQ^Y6@/E0].LWS7=EA-IW$_W66 MQXRO91H=K$+E=)IO 5U?H$3LB!/9A?
_N_/3UCL3%BD_+T.T:#Z3E.LWFIEP= M_=0TA^,KG%73Z70:SL&LZOSZD]?C-.I=YZ"]IF)02Q^(DD!X-.M;;J.S[]37 M7>!I]>O:J.\[S65*Z!ED^5NG-RJO9^%ME%D:5I1_-&+G+
[G,R8XE@H M2 N,^RGP2;,_D% $2+W_.0A>!]UQ,'BH)S*6A^W,:7,P%+9F.?B>CBG%8%FT MC-XXC7[G; 78H4C:9\"NY"L3BA$7WV*D64XWAPC^9\>*ZE82""%>,1949X
M*96G(U!YOT]5]TRIO(8M5I("RVQQGH7"P! V)NH2P+L<('D&83?)$=[!,##0 MM$4S IB!W>/)SW8:#S/$WA%+&?B3. TX5RDD.*.)VE=Z M18I$=?
ML.;6RR:DR[^<4;4&,95_B,B4YS!=9\PC6D](+0R,#>2-^(5+]U1X$ M*0V(^4S;= K;**K@@#\I.]\(]$K2'9W;4YX9OOG-OV%%"P55S<;/P$7FI!$% MIR[AW(.($%(PDSZEOZ]LO"!-
<\H4[_!XA8QKC[N_TD3X1 &<(U2;](@FAJ- M<(ST7!1G()9X6G&>T;PL;QYFO03KA!"U7-RA&&<]Y%"#@ZX.*WH,&.0:8-_* M@4&N 0898-!FJP-
X(@E(C]P++2QIH">0(SX(^'<@@\U&%:B,*O D#N"]ON:P M"\I% DK5 S!573=/T3,%LG@,LCQ.'EALZM52&%33:L"P]!/4H?2[G_SP#A@
M*^,$O5&Y]XD_%]5/R(>6)PF:]]='AWH&O6.#.3); MZ@#6BI@"+\L3A+0-$.@C\0"LT&S3]6\TI_E;[^,Q'!)*%>N0T5]XC)>@6%"% M'R264_C]&,_0)*57B.S0ZP#/@11&0:#
0&#>]_,4*M$3(C_RPH9T[X9T>!1JHF DELY.Z2>#"8BB5V0X\A_$P=/EJ/L$%?0XB M *M#:&$R(#N$(^>B; "##I%C#B3Z4&.&(7OLD9=]C0)\AE&##!CBX3WI*)F> MI#5ODF+!
(:T"]RJ,N8J60G/EA/O!X*#M2\+GK00[:BQ2_ E#Z V'?I^Q5#"3 M.*$UC!E "?/A*($U%25PI(H7CZ@*X. /.$PQH:FB#?,C#BQ"DKFG4;/_Y=.! MXA-6L1+8JP*22C-(M2/'?
O/*+Z'O4X(]$73NU,I=@=B*(:=X8H\$]I&NW"/ MAQT&/M9[2' GO#1F"!-"645*$CZ^1B%!(@:EDT:T3'9@*I-UBE..F!D!!P" M$L,?^>!6'%Y/@M?Z?I(\X!^IQ(6VWS-[Q$>5(+X+^\UY
RI'.D"'C#*+Y1VM M2F"M:>-\'!;VB[9W,1G0!8+_9: =3;QFP\6T67=3BT2LUB! ")LRPE.-O"S> M*7Y""'?QC:2XKL837!F! H+S=(PU]Z);ZW,2WP-+DR ^Y%&Y$995(K5_^1:'
M5VQ?"!K6N<%#ZRM\#\P2G0@GP3!%U!>9S.]P&8%Y)1G=[2.)]+S&7^63%#VS M7&C0:2"+<' P1(4Z+ LE0"R++?Q:*$#G?:XNR-Y^^/.D\!6ZKR;$(@5G*D03 ML_5M.I7MH[-
G&^(VEEOO(D40\5P<71.%"!^OE$B+21'QR!G]'V2<9>AG$6/! MY-E'G"5@9K$&)[LE'<:*$K.HKOC]>XT=G>.=N4 UP@R#YVC(4R+?+Y$D3H.H
M,H*UQFC^W1&*6]/)R,;SDD%*I3999MZ#3H=6X*.+L;@) 8&I!_%$ZFN2_N=[MPL9?A/!*C%AX]=OI. \'_.EJ1,F#& \?&/X=W*&XYJ\&0HKKM\]"2WGNIO9 M$QT&K(IDH!L]LLLLW.?
JE2#B"3Z?D-/0(6VC)R:42$0WK<2"]M],U" L_"8))H@*)YU1!2I#;J *#**8#%_ M&.0)H;K1H*1+GDILMS_@BLY@X0QB>D&XP<(>A7_2K'XO1X?O9W2T7O:T9,N
M@/5$HD*=2/)0%.Y)_-L\]%0QP"D.3;Z7;R+1F'R^9-=O:M6\3;_C/%@P^/N[M7W^OUQOOY)4^NSG]S6K6[/_^>GA^'/VSU/[\/P>?_%%_GQR=GW\Y>+Z MZJ4I*-'%U]O[-\.K_YQ>F-?
G5W_P_"':O$',A7L=.RA+UU3Q#5;05[IWH-] M!=?9=AN]O<93=UC8">Y!LT5\P1NSGK&#+Z$'KU'_63YLPH-A?DC]*"P-TP](UTPH-4$H*D8UE$%UM$LLPY,[[@XO[FZ^')-;./R
MZN+X] 0YA>$+;UF:YY1]@&A(8>VZPC5+T=DXY,M]B1DR W0AF[(]U>/DLI:@ MY*Z:@[VOG^)$G:+@N5-J&_+XU';,WI];WO&9(;OM@?
BI<'1KG%_G^M8BI\H&F;)+JPP#X8K:%/.F>:]\9! MILVY))Z"5'7'<'A7TA3_F>9C#$7_!XU14EQ%O --5O&Q#$Y#]=!88C^@2I?B MK]>GQS)&99$"S.4N82E@]Y\]>2PRZ@FC/
MTP4]R476GMA(L-KS< MQH%5W!%R]/>RLIV(C'B)_GT?7*T)1)IP5C_*9Q@#PO?LR*,PF78Q&4$,[_W MP[X3WR68Y5(G.@PDZI0'(4/>A"]*.F'(;+^*/#OA+D7)';<^X,[0:2.*!>]
MIAKY2/I<8!W=3!1N P*0P2@D#&TSIAU)DQAL-4H/6T":%(/$,^4,CB#AN.#6 M>W4>RX-LF#S(%>9!-DP>],F#W$*UKISXP@H!N^\0'X,B4<\(.0:./P31+$7H MA29"^6^?E/B\D.+S?
H355Y,[J@/[A#"V%@EC,MH+Q[V2S7K_(8,.T^A5TSN/J/\!54C M&/?0G:+!+(-$O,_9O5+E>_^&+XKJFGV.?$'KTC*M3:2C,,GV] 6 P!53#2<" M/ D%8YX&83VB0:@,L6>9*0M-
(N]XJG;,O=N^R-OER*4?B2G(+_DB^CGORZ##XEVQO5'P MIRC-2Y7-W?]BM9N^HH-,]^!G2T;-QQXU9J"DNC25E8N+]#PRIB19.])+LC3P M.&2NYQ#KN9V]1'5PT M-
=%^"W%]_%?!6SV.FCZL(,XL@7>8K"/4"9M*1V4I'YDDO! M%]A;N2BQ51HK$8C;1_)M)2!0!1^U55C"K;(NI%RWC15/C8-Q;9=&XB?=UX"E
MBZ/12:$W<5^7PM67/[J2@UP'W05)'!6YS'UO4E0@L91RQ4JK:/&:$"@5Q5Y: MB(0A%E\1F.B);#0DF@GCIU(;S6LYE0529-&
[UCV((6IK(JQ]V*\E)!V3O3D$QI3V58M&SN)NI%Z9Q.:1,&L8'2)V^1:R;0R7C\@D?[0.J\2F[E!]T MM55IL>GZJD,8IO#=3,&/;L&P&E!"F;26RGKD5,[GXWHCY>E3.O9N7H0:%_J8
M$_J'LP'76Z0*UO@"V+U$I<[H]28$LD\U#8"26H2S 7MOK4 M:Q;KM,%8,2-S>ZIZ>Q:*U$CON*2C0S_^(3$5NJVGM7D'>@J!]>Z%8.H/=,@(
MUFN),@17*H]$S=+HFG)'D@P%"4MB)3]/55,&"AEE+Q9(N\F^, MRF(TCH?!"D&[4V@7?3V&3BM%I]@2IF2X%YP)*25B8SRG^)+>F$MR6Z?@09XR M##)1,:CWH,
<%D=8H^H5!O1P;9/4)_YWY/KG=4JS/";1*2H;4[C0.!XH3^D1\ M;%\U%.1+C%K8]8)7%VX TA'A;]$C@,)GOOT0YPKM1.H=]K022!4T!5\B]WBRJV0^9;]"# MX.,(0 BHM@#Z-
-2.B)B#N2^52;?B'+,O*HDEM4 (G$Z'?DRJV6:0XG1,LIS* MLRBHM7.IPH8S?]Q]-.2EO3GSQUW'&L1^RESRVX0AZH+1+A,20_$^(8=N1DS$ M3Q($>Y,7%WX<)["$U.O#%?
IC9PLBGJ;S=2QJ/$N_I@ M(I'MK-"3%9\EF%E8(/?UW!^ULS1LS]>BJM:BM!_[R.]]>:I :4$T8BAXD>:6 M2JY>GGQ*.U_$44LST#=:[FFQI>P@TX?$6G&^-(@$7I]*1^"A UD/,67+T;/^
M9BWS>@\1XDXVMEVP%>).U\LS2\IT>H!"]BU#FQ^;]&Z8$C&8(1R\<4^^!DEWR5)Q2=A]C'B&%^R9^/$'B MAUF4M']2A!*ZR52YPH8&DG#$0ABUL^??
(ZJD@<6]$,4,S6O5?!+K=: J]]@ MA<&?H"^-XIB*?G.W6KT@1+:PB$21/N@NTL>9FD4]1DI>E5?/* 8540Q^4S?9$@9(:B\.P=M8U1=#
MZB/A5RHA%;U(6#TRP*/1V0]&/6^*I0LNCLST\$^!F?2Q#W6,Z8*Y>U*FG1& MMZ\8'9['5M'L9XGD-\TZWWD$13(LH4B&NPN !+O,Y2DQOT J@WA+4-->V"M:
M^"13Q6/0RT;,0R!/".@AE.X'F\3] Q>^FGK>*:W9>FK-6\^"'DM@;YH$\A4F ML#=-_KM)8$>)*J_ARH0B'WX=(U]35ZX^'0V3?;/7B =N*3SPY>'5C75V!B;.
MS2^G5_;9^:>+]]\.;]XNSE]+(UC]C2N=5;N,W79K]I?3SX=?&+1]>G)V M_MF@MJLDP44UAZ)P2Q#=Q>$=Z6,2\_<@$\^$KZ'GEY*_5M,X>16")Q$UP^] M8"Q @[>H"D4"$TA-
7V2M;C%LC !++WD W2E/V#W0$S7D"A\9N<,6?V1]9'8C MHC(8.UAS%!W-E$R.?CE\5U26P7P&=LI2X=$QUGU&KXKZ'>IU(;H]&GY!Z(.0F?
E=B0'RN'O%!$=,5C6C%Y]J]+>LE"_>7=5'_4Y<>? MH\[,ME%]]G37ON5S6],N/DU<^*+B*8F*KB[9-4U'4SE),O3@B$CID=H7>? MYD%F>[<>.NSMD^
VR."^'24>EO'IG,3Y1"7O82[('@2.A=]1]6E49YJBK%]/^90 M:T6$1LO^+YSTREG3D/A-[HP/^@-F9VJ.9(7 M'TF.B2_=[V(TUO,9C;O?<%KU.G.:57$9Z^5IR$O^EF,[C?
1[(-2WQ0,3L,6LB8I"ST8DC5<9&N.Y"RR#_-;3'B M2U"GNZK:SX#Z@K%NP4($ZEHP%L%.&(.CNEA02#U(!GL8KRY^K?&7"49=":0?
M]*F<2D0)%C4++RQ;3O9.D8:#/GA8P="7I5[X*LH.#+O,H"C3_/86B^)D9*>] M/^@X!\B>CL"\4A8*S5\R@T!CG[#6AF13F,\EF! ED:>"+TBM8N(%&%L?2I:4 M^AB75IY]JB?
>:!LV8=C$-AT)*!LJ?I^#5<*!L;!.V(44L^SD>TSN./J/\!54C M&/?0G:.!+(-$O,_9O5+E>_^&+XKJFGV.?$'KTC*M3:2C,,GV] 6 P!53#2<" M/ D%8YX&83VB0:@,L6>9*0M-
%&V&I5DA5]%T6Z6DN% Q,]XX0N!E]AQ11EM(_M*=%!*IB;X3>&WY@C><0CK6S+ (Y MR3-5^Y(\@_!0S#!.XB"BHNOP[Q2N(0X-WP;K.O'[G#!"]%W/OAC=AL2P@TC M %XD>]#-
FR*AS#)89IQ@Y@<:W?BH]$-$J_;8Q4F0G =T$?;9EP%4&?5I(3A! M2]"P[[G>A.8H43LHT#89G,>:G@=E?:09O:$]LJA KO5TE56CPL/ M(20?X72A[Z6%]X[53?3GN[6V#5,+L;K+M(=,
<0J:1";#"'37A?]JG'D"Z(K5 M!KF.%X\F9CZB@BZ"?23@2KMRP-FV$SL'O7&]ZUVW3GH[-O>$(=3A?;Y1@WR
M$YH+KX;@:)+I]!+1/H%Y5QCWB>\L7A0_%\%1B.W@3XK:3P*Q1A]Z2R5V^T!% M:U_1(>*L.=Y%F#%'VE34QC+3L:0*@0:W29HNV"H;P^8%?O>Q\+JLY9GD_E3[
M5TXL.A4S&7F,\7%![1KU[5;]0$5I&_MRF C/7M5%'9]X+*0]D+2.(Y*K]"O-;V[CW]+2LBM_!5+T2Z$@/^D4<4T;!(ML*<*ZS^F[]N4=IMGA ?FF6D)IER42
#B%&21),$!NAGZB9]VZ>51+-4CQ),>_%9+>546@W6 M33=924;T>NCRE#P>8L-J-M>68H\)]J&JN\G,!^2Z'4LKNG5Z8E\??CF]MB\^V:?__?7L MYG^Q^]S7][.;LU-NL?
GU^A3_*$!;AA54B4/".5.%9LBU"I_+\]Q&Z5RD>1-I MM1U@/GB)+RJ' V/8_0[^2=R\0?*^AB,H"]@V\I1HCE5
M]2]UP,5I_R6&54MG_&&:"01BL<'F\E1Z11>1]1M8X4U'P!867AINHR#H,\!" MUC+I7VL\IU2(Q_*"UD0V>S]V@EVR]T< M\"52\,! $Y54U,P0LJ]<%)*6K7]I5^1]L^8V,=["=X/LXYU ?
$-.6/N(&EH? M4=T.(5Q0M#C==GW1A2UW?A<#7M.SJOD]:*0RCUS,OTA1GUW?^Z;3<#O.?KO+ MC@@L]TAU*$45&>1!>.Q=QS+>M""M5-% X7T8IZ+AF5;@/1DG6L:G&+]JYTQ:
(,#"]-D$/DG!RI65*1(<, MTIP.G!(RA4H75!S ML*MNW?W.76T]G>8B/?I\'W=0Y_"M=QS$*SI&$(JZ*?; [V7V* X'%'6P4R\+ MTB'W
6&1A^:5VZFUVO@C/KV:K7Z9'O(VNW]D9_<81Y:@:&%@D$ 5O[-$KO+< M,P&AWW3AOY9.O=IC"@U:MEPU37I*@>9#%/8+H:;X!"VN@TS7)E5)6^1T%@6: M"5(&J@,6Y,52.O1RG
2P*Q1K$A.>:BN'+X.42*C!GMP%D0-7FN MJ2W&&5E:7K;6:X5+/LOWX..T[^(N4&;XG4<9!7%/-,)@B*X829\F5;R&,2+; M/;@=_&?!^;)K9R\#M2H5%TQ20Y])AB+VU
GNI+OZ2]AU#G%)S)_ED"?VP: X M*3>M5!7M:YEPZ\?]M?A"V'Y3KM-G#1G<$NXXKE2< 'B)*X#2&Y*@NR#YH&'M'4[Y_X69Y$(L5^#CW36M&EHH;%X?
MRP,16[/8;]/M:1NPPL8EQG[]CBBE"*B'9PJ,M+.28!.3?.!F@U71,$== YB_<)[4#3&$_E6Y>X&:QVH<)5\I%K7^YG,!>LZ+3?S; /LK'0/^YEL+LJ7M]Z9B@N>$#O/PULJ*51PP?(@?'8;
[CO8)C_(M=@4OI\O!RV;-/CGI=/CUR\VU_?7RXMR^/CT_N[C2@I8F0%DA6CR/HW5EVIO+ MI?V7ZZ!\N5HU^[>S\U/[^O#3Z:VU492IN^76ZI?
+O:;UBJ>BLOUHJ)#S1EZ[7EE3F0QPZDMXN>A,37 !=1 MT75#M:D2-KK6;0H,8@XNB02+!V'XY$#O&AA$U$LTCM)Y/B(RJ"DALU7O[O1W=Y]]LWF9
MAA:K0HOJ7>MD^9XRU&=P((@&/9RQ:$99=J+8A<#X-OCV^T&]\]OO]P=[>VB1 MN_5>VSU.DL-!#,;//H7>[>^#WJ??^_B!>K?N_OX[_>N@6?_J/XW&/X>?O?O] M3]?
_]N/T](=B5.!NSOJX*XF__G'^4DKP8&>S]%<72.=(>^%PV],/??T0P_>?VL7G=; M'?>=''7EC.'>8ZD\+&>33T&2S>]WMSD#CU9Y^VZ)OJ]:G#;9HEN8A\(0@>XPKL^51MJE4&&
(;2 M/2[5H.5?3O$-+/;+Z1*Q"*QQ6,4;(B#?HTZ) W^("1E:"T>2+^CKPY7NN<#3 MA ?0\H!?17O:WZAZ"_<03U#*HL3:(F'T>(66MJG0LL(*+6U3H<54:%E+;ZHW MM_#=LH7?
J=FG_/+V='9S6J?TI//NXQ)-N4P-DI?7(*F*M3]].?5:)9!6A]M[' MTV^CH!=P64E0\A#P*);=U4M$4>H=L!%&E-
K<5>^ECE,8<[\5WQV>K6R<(CU]K5UWGUT:^YWD5#!,]90/4=*S%&63=*?/GRXO[^O M@99!EWD?W$YGO^[6/]11Z3]HNNT&F]MINNV M/_C?W#VW-
LK&BE7MP4A[\%E4VG^R?;YD[SY>]HSG0ZHV52 NT,^$R1H]D<4U MKU:D8Y]%_1H]=G7T+_O8F] CEUZ21>B0^O+EV*&"T^19X-SG$W1+>4F@1]KI
M.:X%HCIH[(ML,:S='R<3ZJQ.&58]CXXYI5?A]G9K5V:V7EI!*4V]IZRFT>=+I=H-S67K.Q#.G2 MJ8]&>9GX>Y\XOUZ ;IZ@&2%A[%:MV9 #G>%+!]0I[0L#!]Y2A?@/*Z!C;3 >WJE MZ]Z=
<3Z81 W;$M5V#EV&B]RQOAQSE!16D 0E'V&[MCS(Z;4F"PRW&G^>6W45.^OT\3%)8-0FLL?4$QBP,"*RU_QP*TV3AI?25O502 M(U7(04 &OTBL;A3;VG\;'EDY"EZ?U=,$M?
2OJ]%PUF7,;%#M2'65_6]-J05_ M/$9*P&QOF0%\F< %""9PC4Z_P>4CLKX0<:O++=<4W<:]]3;]/1?33>F&N>T! M_\0T.J=(XIL3ZXK).I[$2\C0$"039>)(@/ZE]8H8@YQ-D
BEH75]J&FMU'3) MA;U^& [5,N3TXJD>8,#FAWE^IUAD@JWJK9/O,P#NR_T[1T$(@P&(OXEJEPP M(3(1HC,,4Y.Y[@@\4 0RW-WM]+G^I-
@F2*/R;M8%]8.I>AL6/*+6?"AN]2?;]FP!U"\NH MJYB,^A5FU=.1KW]%]+1OVC>>6OD"1;3]]O]/3ZZ]/YXK[S+ZI>W MT4K)663-*^PUC6>>*@]U^HTQVE1L"FN*'31%G;XB*94Z0
ZP1FK?HX:OU%*&_M^Q-@O (IG\&]. 4FR%*KYX^\<"@+"5)9*G[D67WL-,6#NCEV2A.8!6#3=6A M?C3X1<4L0%@U_O:O[QK/WM!5SO#D[//9S>$7FM,1U>'YR;7]^>KBZZ5CGYT?
MSV]!^N8GI BJ38*YDO:ZF&&SZA-L==<\P^J0S6H+)7'Y2Y]+*Y(FJ^9_,GKX MZ36 3RO5TX*/'](/---?XU%D_Q*$/3#T[1/O+H#7SO[YMP_!#Y!,L+J+OOVS M0CJA>9E,KM#90]
[LCO_FQ?$(8]_[WYW1=Z\[/?"50T3_M"+ M!P]P:3Z,LG'X\?\#4$L! A0#% @ U(-N6?0:G]]@$0 D+L !$ M (! &1B9VDM,C R-# Y,S N>'-d4$L! A0#% @ U(-N M68]O-EML% [_8 !4 (!#Q(
&1B9VDM,C R-# Y,S!? M8V%L+GAM;%!+ 0(4 Q0 (-2#;EF68@XC"S8 &%A P 5 M " :XF !D8F=I+3(P,C0P.3,P7V1E9BYX;6Q02P$"% ,4 " #4@VY9 MDEO$%B)V F(
U(-N6<13X7I 3@ O?@$!4 M (!0=, &1B9VDM,C R-# Y,S!?<')E+GAM;%!+ 0(4 Q0 (-2#;EG2 M_BLN" @ "U(" * " ;0A 0!E>#,Q+3$N;'1M4$L! A0# M% @ U(-N6>V,)57Z!P /4< H (
!Y"D! &5X,$M M,BYH=&U02P$"% ,4 " #4@VY9Z<6_H@0% N(P "@ M@ $&,@$ 97@S,BYTQ+FAT;5!+ 0(4 Q0 (-2#;EGEG,O7_E00 <@ * M " 3(W 0!E>#,R+3(N:'1M4$L! A0#% @ U(-
N67]) M=RMN