

SECURITIES AND EXCHANGE COMMISSION

FORM 10-Q

Quarterly report pursuant to sections 13 or 15(d)

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FILER

Angel Studios, Inc.

CIK: **1671941** | IRS No.: **000000000** | State of Incorporation: **DE** | Fiscal Year End: **1231**
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SIC: **7841** Video tape rental

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2024

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 000-56642

ANGEL STUDIOS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

46-5217451

(I.R.S. Employer Identification No.)

295 W Center St., Provo, UT

(Address of principal executive offices)

84601

(Zip Code)

(760) 933-8437

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of each class

None.

Securities registered pursuant to Section 12(g) of the Exchange Act:

Title of each class

Class B Common Stock, \$0.001 par value

Class C Common Stock, \$0.001 par value

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 No

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 (§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 No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer Accelerated Filer Non-Accelerated Filer
Smaller reporting company Emerging growth company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

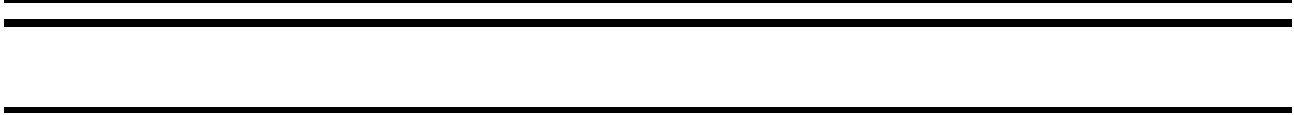
**Number of shares outstanding of the registrant's
classes of common stock, as of July 29, 2024:**

Class A Common Stock: 10,939,165 shares

Class B Common Stock: 3,346,358 shares

Class C Common Stock: 1,887,297 shares

Class F Common Stock: 9,740,353 shares



ANGEL STUDIOS, INC.
FORM 10-Q
June 30, 2024

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

**ANGEL STUDIOS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)**

	<i>As of</i>	
	<u>June 30, 2024</u>	<u>December 31, 2023</u>
Assets		
Current assets:		
Cash and cash equivalents	\$ 4,386,163	\$ 25,201,425
Accounts receivable, net	7,601,364	24,140,903
Current portion of long-term licensing receivables, net	10,970,223	7,851,505
Physical media inventory	3,123,213	2,843,681
Current portion of notes receivable	501,125	707,508
Prepaid expenses and other	5,307,271	4,316,577
Total current assets	<u>31,889,359</u>	<u>65,061,599</u>
Long-term licensing receivables, net	14,022,553	11,279,260
Notes receivable, net of current portion	4,372,004	4,502,079
Property and equipment, net	1,062,114	1,212,056
Content, net	1,614,127	1,389,588
Intangibles, net	1,950,715	1,987,190
Digital assets	2,778,537	2,961,790
Investments in affiliates	4,502,586	4,503,153
Operating lease right-of-use assets	3,079,978	1,286,237
Other long-term assets	8,493,311	4,075,243
Total assets	<u>\$ 73,765,284</u>	<u>\$ 98,258,195</u>
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 2,028,651	\$ 3,169,248
Accrued expenses	9,520,353	6,297,230
Current portion of accrued licensing royalties	21,795,345	25,958,085
Notes payable	3,542,680	4,160,277
Current portion of operating lease liabilities	635,379	364,633
Deferred revenue	7,689,479	3,920,648
Current portion of accrued settlement costs	266,735	253,882
Total current liabilities	<u>45,478,622</u>	<u>44,124,003</u>
Accrued settlement costs, net of current portion	4,235,312	4,371,972
Accrued licensing royalties, long-term	9,370,043	9,125,409
Operating lease liabilities, net of current portion	2,502,299	961,151
Total liabilities	<u>\$ 61,586,276</u>	<u>\$ 58,582,535</u>
Commitments and contingencies		
Stockholders' equity:		
Common stock, \$0.001 par value, 85,000,000 shares authorized; 25,667,960 and 24,991,300 shares issued and outstanding, respectively	\$ 25,668	\$ 24,991
Additional paid-in capital	59,750,371	49,875,530
Noncontrolling interests	(194,880)	(151,670)
Accumulated deficit	(47,402,151)	(10,073,191)
Total stockholders' equity	<u>12,179,008</u>	<u>39,675,660</u>
Total liabilities and stockholders' equity	<u>\$ 73,765,284</u>	<u>\$ 98,258,195</u>

See accompanying notes to the condensed consolidated financial statements

ANGEL STUDIOS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

	<i>Three Months Ended June 30,</i>		<i>Six Months Ended June 30,</i>	
	2024	2023	2024	2023
Revenue:				
Licensed content and other revenue	\$ 15,306,128	\$ 10,288,687	\$ 40,576,400	\$ 16,376,545
Pay it Forward revenue	1,200,298	9,291,021	4,788,232	23,091,896
Total revenue	<u>16,506,426</u>	<u>19,579,708</u>	<u>45,364,632</u>	<u>39,468,441</u>
Operating expenses:				
Cost of revenues	9,580,358	8,757,626	23,231,209	18,400,640
Selling and marketing	16,535,366	16,277,624	38,291,678	21,915,396
General and administrative	4,670,798	3,405,638	9,913,236	7,094,067
Research and development	3,668,698	3,208,584	8,033,936	6,278,432
Legal expense	5,280,402	370,174	8,709,589	464,043
Net gain on digital assets	(732,410)	—	(732,410)	—
Total operating expenses	<u>39,003,212</u>	<u>32,019,646</u>	<u>87,447,238</u>	<u>54,152,578</u>
Operating loss	<u>(22,496,786)</u>	<u>(12,439,938)</u>	<u>(42,082,606)</u>	<u>(14,684,137)</u>
Other income (expense):				
Interest expense	(945,279)	(217,590)	(1,517,070)	(335,188)
Interest income	936,241	328,477	1,826,501	490,481
Total other income (expense), net	<u>(9,038)</u>	<u>110,887</u>	<u>309,431</u>	<u>155,293</u>
Loss before income tax benefit	<u>(22,505,824)</u>	<u>(12,329,051)</u>	<u>(41,773,175)</u>	<u>(14,528,844)</u>
Income tax benefit	—	—	(4,403,068)	—
Net loss	<u>\$(22,505,824)</u>	<u>\$(12,329,051)</u>	<u>\$(37,370,107)</u>	<u>\$(14,528,844)</u>
Net loss attributable to noncontrolling interests	<u>(23,011)</u>	<u>(44,330)</u>	<u>(43,210)</u>	<u>(44,330)</u>
Net loss attributable to controlling interests	<u>\$(22,482,813)</u>	<u>\$(12,284,721)</u>	<u>\$(37,326,897)</u>	<u>\$(14,484,514)</u>
Net loss per common share - basic	\$ (0.889)	\$ (0.495)	\$ (1.485)	\$ (0.587)
Net loss per common share - diluted	\$ (0.889)	\$ (0.495)	\$ (1.485)	\$ (0.587)
Weighted average common shares outstanding - basic	25,276,878	24,824,083	25,138,698	24,672,693
Weighted average common shares outstanding - diluted	25,276,878	24,824,083	25,138,698	24,672,693

See accompanying notes to the condensed consolidated financial statements

ANGEL STUDIOS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (Unaudited)

Three Months Ended

	Common Stock								Additional Paid-in Capital	Accumulated Deficit	Noncontrolling Interests
	Class A		Class B		Class C		Class F				
	Units	Amount	Units	Amount	Units	Amount	Units	Amount			
Balance as of March 31, 2024	10,939,165	\$10,939	3,346,358	\$ 3,346	1,084,484	\$ 1,085	9,636,279	\$ 9,636	\$50,908,243	\$(24,919,100)	\$ (171,869)
Stock options exercised	—	—	—	—	—	—	84,283	84	152,388	—	—
Issuance of Common Stock	—	—	—	—	581,803	582	—	—	8,249,389	—	—
Transfer of Common Stock	—	—	—	—	15,136	15	(15,136)	(15)	—	—	—
Repurchase of Common Stock	—	—	—	—	—	—	(4,412)	(4)	(62,558)	—	—
Stock-based compensation expense	—	—	—	—	—	—	—	—	502,909	—	—
Cumulative translation adjustment	—	—	—	—	—	—	—	—	—	(238)	—
Net loss	—	—	—	—	—	—	—	—	—	(22,482,813)	(23,011)
Balance as of June 30, 2024	<u>10,939,165</u>	<u>\$10,939</u>	<u>3,346,358</u>	<u>\$ 3,346</u>	<u>1,681,423</u>	<u>\$ 1,682</u>	<u>9,701,014</u>	<u>\$ 9,701</u>	<u>\$59,750,371</u>	<u>\$(47,402,151)</u>	<u>\$ (194,880)</u>
Balance as of March 31, 2023	10,959,165	\$10,959	3,348,988	\$ 3,349	580,970	\$ 581	9,934,659	\$ 9,935	\$48,916,547	\$(21,438,842)	\$ —
Stock options exercised	—	—	—	—	—	—	347	1	3,856	—	—
Issuance of Common Stock	—	—	—	—	—	—	—	—	—	—	—
Stock-based compensation expense	—	—	—	—	—	—	—	—	226,271	—	—
Net loss	—	—	—	—	—	—	—	—	—	(12,284,721)	(44,330)
Balance as of June 30, 2023	<u>10,959,165</u>	<u>\$10,959</u>	<u>3,348,988</u>	<u>\$ 3,349</u>	<u>580,970</u>	<u>\$ 581</u>	<u>9,935,006</u>	<u>\$ 9,936</u>	<u>\$49,146,674</u>	<u>\$(33,723,563)</u>	<u>\$ (44,330)</u>

See accompanying notes to the condensed consolidated financial statements

ANGEL STUDIOS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (Unaudited)

	Six Months Ended										
	Common Stock								Additional Paid-in Capital	Accumulated Deficit	Noncontrolling Interests
	Class A		Class B		Class C		Class F				
	Units	Amount	Units	Amount	Units	Amount	Units	Amount			
Balance as of December 31, 2023	10,939,165	\$ 10,939	3,346,358	\$ 3,346	898,316	\$ 899	9,807,461	\$ 9,807	\$49,875,530	\$(10,073,191)	\$ (151,670)
Stock options exercised	—	—	—	—	—	—	102,889	103	224,064	—	—
Issuance of Common Stock	—	—	—	—	581,803	582	—	—	8,249,389	—	—
Transfer of Common Stock	—	—	—	—	201,304	201	(201,304)	(201)	—	—	—
Repurchase of Common Stock	—	—	—	—	—	—	(8,032)	(8)	(113,886)	—	—
Stock-based compensation expense	—	—	—	—	—	—	—	—	1,515,274	—	—
Cumulative translation adjustment	—	—	—	—	—	—	—	—	—	(2,063)	—
Net loss	—	—	—	—	—	—	—	—	—	(37,326,897)	(43,210)
Balance as of June 30, 2024	<u>10,939,165</u>	<u>\$ 10,939</u>	<u>3,346,358</u>	<u>\$ 3,346</u>	<u>1,681,423</u>	<u>\$ 1,682</u>	<u>9,701,014</u>	<u>\$ 9,701</u>	<u>\$59,750,371</u>	<u>\$(47,402,151)</u>	<u>\$ (194,880)</u>
Balance as of December 31, 2022	10,959,165	\$ 10,959	3,348,988	\$ 3,349	52,056	\$ 52	9,912,072	\$ 9,912	\$41,215,939	\$(19,239,049)	\$ —
Stock options exercised	—	—	—	—	—	—	22,934	24	15,651	—	—
Issuance of Common Stock	—	—	—	—	528,914	529	—	—	7,499,471	—	—
Stock-based compensation expense	—	—	—	—	—	—	—	—	415,613	—	—
Net loss	—	—	—	—	—	—	—	—	—	(14,484,514)	(44,330)
Balance as of June 30, 2023	<u>10,959,165</u>	<u>\$ 10,959</u>	<u>3,348,988</u>	<u>\$ 3,349</u>	<u>580,970</u>	<u>\$ 581</u>	<u>9,935,006</u>	<u>\$ 9,936</u>	<u>\$49,146,674</u>	<u>\$(33,723,563)</u>	<u>\$ (44,330)</u>

See accompanying notes to the condensed consolidated financial statements

ANGEL STUDIOS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

	<i>Six Months Ended June 30,</i>	
	2024	2023
Cash flows from operating activities:		
Net loss	\$ (37,370,107)	\$ (14,528,844)
Adjustments to reconcile net loss to net cash and cash equivalents used in operating activities:		
Depreciation and amortization	524,206	406,063
Amortization of operating lease assets	343,521	329,555
Stock-based compensation expense	1,515,274	415,613
Net gain on digital assets	(732,410)	—
Investments in affiliates gain	(38,891)	(56,713)
Non-cash interest expense	—	12,031
Change in deferred income taxes	(4,403,068)	—
Change in operating assets and liabilities:		
Accounts receivable	16,539,539	4,293,807
Physical media inventory	(279,532)	(2,448,487)
Prepaid expenses and other current assets	(990,694)	(2,852,707)
Certificate of deposit	—	154,187
Licensing receivables	(5,862,011)	—
Content	(317,747)	(208,642)
Other long-term assets	(15,000)	—
Accounts payable and accrued expenses	2,082,526	3,370,546
Accrued licensing royalties	(3,918,106)	(338,706)
Operating lease liabilities	(325,368)	(321,559)
Deferred revenue	3,768,831	1,773,493
Net cash and cash equivalents used in operating activities	<u>(29,479,037)</u>	<u>(10,000,363)</u>
Cash flows from investing activities:		
Purchases of property and equipment	(244,581)	(39,356)
Issuance of note receivable	(1,352,311)	(1,667,213)
Collections of note receivable	1,688,769	2,750,116
Purchase of digital assets	(48,515)	(31,778)
Sale of digital assets	964,178	—
Investments in affiliates	39,458	(417,863)
Net cash and cash equivalents provided by investing activities	<u>1,046,998</u>	<u>593,906</u>
Cash flows from financing activities:		
Repayment of notes payable	(15,784,423)	(2,000,000)
Receipt of notes payable	15,043,019	10,406,204
Repayment of accrued settlement costs	—	(112,163)
Exercise of stock options	224,167	15,675
Issuance of common stock	8,249,971	7,500,000
Repurchase of common stock	(113,894)	—
Debt financing fees	—	(293,443)
Net cash and cash equivalents provided by financing activities	<u>7,618,840</u>	<u>15,516,273</u>
Effect of changes in foreign currency exchange rates on cash and cash equivalents	(2,063)	—
Net increase (decrease) in cash and cash equivalents	(20,815,262)	6,109,816
Cash and cash equivalents at beginning of period	25,201,425	10,721,628
Cash and cash equivalents at end of period	<u>\$ 4,386,163</u>	<u>\$ 16,831,444</u>
Supplemental disclosure of cash flow information:		
Cash paid for interest	\$ 949,124	\$ 216,936
Supplemental schedule of noncash financing activities		
Operating lease right-of-use assets and liabilities	\$ 2,137,262	\$ —

See accompanying notes to the condensed consolidated financial statements

Angel Studios, Inc.
Notes to the Condensed Consolidated Financial Statements
(Unaudited)

The financial information presented in these unaudited financial statements is condensed and should be read in conjunction with the entity's latest annual audited financial statements. Interim disclosures generally do not repeat those in the annual statements.

1. Description of Organization and Summary of Significant Accounting Policies

Organization

The Company comprises Angel Studios, Inc. and its wholly owned subsidiaries Dry Bar Comedy, LLC (a Utah limited liability company organized on January 20, 2017), Angel Studios Licensing, LLC, (a Utah limited liability company organized on September 15, 2020), Angel Studios Production, LLC (a Utah limited liability company organized on July 6, 2021), Angel Studios OF I, LLC, (a Utah limited liability company organized on July 14, 2021), Angel Studios 001, Inc. (a Delaware Corporation organized on November 1, 2023), Angel Studios BHC, S.A., DE C.V. (an El Salvadoran public limited company organized on July 26, 2023), Angel Studios Licensing B.V., (a Netherlands private limited company organized on September 13, 2023), Angel Studios Distribution Limited (a United Kingdom limited company organized on September 13, 2023), Angel Acceleration Fund Management, LLC (a Delaware limited liability company organized on July 15, 2022), and Angel Acceleration Fund GP, LLC (a Delaware limited liability company organized on June 17, 2022) (collectively, the "Company"). Angel Studios, Inc. was originally organized as a Utah limited liability company on November 13, 2013. On February 7, 2014, the entity converted to a Delaware corporation. The Company's mission is to share stories with the world that amplify light. This is done by aligning the Company's interests with those of the creators and the audience and utilizing the wisdom of crowds to help guide decisions on the content that gets created.

Basis of Presentation

The condensed consolidated financial statements include the accounts of the Company. All significant intercompany balances and transactions have been eliminated in consolidation.

The unaudited condensed consolidated financial statements have been prepared in accordance with United States ("U.S.") generally accepted accounting principles ("GAAP") for interim financial information. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of the Company's management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation have been reflected in these unaudited condensed consolidated financial statements. Operating results for the three and six months ended June 30, 2024 are not necessarily indicative of the results that may be expected for the fiscal year ending December 31, 2024. The balance sheet at December 31, 2023 has been derived from the audited financial statements at that date, but does not include all the information and footnotes required by U.S. GAAP for complete financial statements. The accompanying unaudited condensed consolidated financial statements should be read together with the annual audited consolidated financial statements and related notes for the fiscal year ended December 31, 2023 included in the Company's Registration Statement on Form 10 filed with the Securities and Exchange Commission on May 13, 2024 (as amended, the "Registration Statement").

As comprehensive income equals net income, separate statements of comprehensive income were not included in the accompanying condensed consolidated financial statements.

Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect reported amounts and disclosures. Accordingly, actual results could differ from those estimates. Estimates are based on historical experience and on various other assumptions that the Company believes to be reasonable under the circumstances. Regularly, the Company evaluates the assumptions, judgments, and estimates. Actual results may differ from these estimates.

Digital Assets

In 2021, the Company saw a need to further diversify and maximize returns on cash balances that are not required to maintain adequate operating liquidity. As such, the Company implemented a policy that would allow for the investment of a portion of its cash in certain specified alternative reserve assets. Thereafter, the Company invested an aggregate of approximately \$10,600,000 in Bitcoin (digital assets) under this policy as of December 31, 2021. The Company believes their Bitcoin holdings are highly liquid. However, digital assets may be subject to volatile market prices, which may be unfavorable at the time when the Company wants or needs to liquidate

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them. The Company will record an impairment of the digital asset during the reporting period if the fair value drops below the cost basis of the digital assets. An impairment of \$1,717 was recognized during the six months ended June 30, 2024.

The Company sold Bitcoin holdings with a total book value of \$230,051 for a net gain of \$734,127 during the second quarter of 2024.

Liquidity

The condensed consolidated financial statements have been prepared assuming the Company will continue to operate as a going concern within one year from the date of issuance of these financial statements. For the six months ended June 30, 2024, the Company incurred a net loss of approximately \$37,400,000 and used cash in operating activities of approximately \$29,500,000. The Company had an accumulated deficit of approximately \$47,400,000 as of June 30, 2024. A significant portion of the net loss for the six months ended June 30, 2024, was due to a one-time contractual commitment for marketing spend on a theatrical release and increased marketing expenses to grow Angel Guild subscriptions. Management does not anticipate the same level of marketing spend as a percentage of revenue for future theatrical releases. The distribution agreement with the Chosen, which has generated significant past revenues, was canceled during the quarter ended June 30, 2024. The Company could also be required to make payments as a result of unfavorable outcomes of litigation. Management anticipates that the Company will continue to incur operating losses and use cash in operating activities for the rest of 2024 and into 2025.

Management is working to increase revenues through the growth of Angel Guild subscriptions, the Company's pipeline of theatrical releases in the second half of 2024 and in 2025, and additional streaming agreements. The Company holds Bitcoin assets valued at approximately \$9,916,000 as of June 30, 2024. The Company finances marketing activities for theatrical releases through print and advertising loan agreements with individual and institutional investors. Additionally, the Company has raised capital through the sale of common stock, generating approximately \$7,500,000 during the year ended December 31, 2023, and approximately \$8,250,000 during the six months ended June 30, 2024. Management believes it will be able to fund operating capital shortfalls for the next year through the issuance of debt and common stock. While there is no assurance of success, management remains committed to its plans to grow revenues and manage expenses. If these efforts are not successful, or if securing debt and selling common stock on acceptable terms proves challenging, the Company would need to significantly cut back on operations, which could materially affect our financial condition and/or our ability to continue as a going concern.

Accounts Receivable

The Company records its accounts receivable at sales value less an allowance for doubtful accounts receivable. Management determines the allowance for doubtful accounts receivable in accordance with ASC 326 by segmenting the receivables portfolio and using historical experience, market conditions and account aging to determine an allowance for each segment.

Account balances are written off against the allowance when the potential for recovery is remote. Recoveries of receivables previously written off are recorded when payment is received. As of June 30, 2024, the allowance for doubtful accounts receivable was \$239,431. As of December 31, 2023, the Company's allowance for doubtful accounts receivable was \$273,333.

Physical Inventory

Physical inventory consists of Apparel, DVDs, Blu-rays, books, and other merchandise purchased for resale, related to content Angel Studios is distributing. Physical inventory is recorded at average cost. The Company periodically reviews the physical media inventory for excess supply, obsolescence, and valuations above estimated realization amounts, and provides a reserve to cover these items. Management determined that no reserve for physical media inventory was necessary as of June 30, 2024, and December 31, 2023.

Investments in Affiliates

Investments in affiliates represent the Company's investments in noncontrolling interests. The Company's investments where the Company has significant influence, but does not control, and joint ventures which are variable interest entities ("VIE") in which the Company is not the primary beneficiary, are recorded under the equity method of accounting in the accompanying condensed consolidated financial statements. The Company's investments where the Company has little

or no influence and which the Company is not the primary beneficiary, are recorded under the cost method of accounting in the accompanying condensed consolidated financial statements.

Under the equity method, the Company's investment is stated at cost and adjusted for the Company's share of net earnings or losses and reduced by distributions. Equity in earnings is recognized based on the Company's ownership interest in the earnings of the VIE. Under the cost method, the Company's investment is stated at cost and will be reduced by any distributions received.

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Notes Receivable

The Company enters into various notes receivables with filmmakers for marketing and other purposes. The Company records its notes receivable based on actual amounts loaned or paid for on behalf of the filmmaker. The Company also has a note receivable from the disposition of a business in 2021. The Company establishes specific reserves for those customer accounts identified with collection problems due to insolvency or other issues. The Company's notes receivable are considered past due when payment has not been received within 30 days of the due date. The amounts of the specific reserves are estimated by management based on various assumptions including the customer's financial position, age of the receivables, and changes in payment schedules and histories.

Notes receivable balances are charged off against the allowance for doubtful notes when the potential for recovery is remote. Recoveries of notes receivable previously charged off are recorded when payment is received. The allowance for doubtful notes receivable was \$0 as of June 30, 2024, and 2023.

Accrued Licensing Royalties

Accrued licensing royalties represent amounts owed by the Company to filmmakers based on the contractual terms agreed upon with the filmmaker. Estimates are made based on available information and historical experience, taking into consideration any known uncertainties. Where necessary, accruals are adjusted in subsequent periods to reflect changes in circumstances or estimates.

Revenue Recognition

The Company recognizes revenue when a customer obtains control of promised products or services. The amount of revenue recognized reflects the consideration that the Company expects to be entitled to receive in exchange for these products or services. The Company applies the following five steps: 1) Identify the contract with the customer; 2) Identify the performance obligations in the contract; 3) Determine the transaction price; 4) Allocate the transaction price to performance obligations in the contract; and 5) Recognize revenue when or as the Company satisfies a performance obligation. The following components represent the most significant portions of revenue being recognized:

Digital and Physical Media Revenue

The Company has partnered with creators to distribute the creators' licensed original content and related merchandise. Physical media represents apparel, DVDs, Blu-rays, books, and other intellectual property. Digital delivery represents streaming-based delivery of content via the Company's platforms. Revenue is recognized as products are delivered upon streaming, or upon shipment of physical media. Digital and physical media revenue is recognized at a point in time – when streamed digitally, or when physically shipped. Physical media revenue for the three months ended June 30, 2024, and 2023, was \$745,181 and \$3,808,032, respectively, and for the six months ended June 30, 2024, and 2023, was \$2,612,373 and \$7,186,561, respectively. Digital media revenue for the three months ended June 30, 2024, and 2023, was \$491,007 and \$144,082, respectively and for the six months ended June 30, 2024, and 2023, was \$1,083,284 and \$297,105, respectively.

Pay it Forward Revenue

Pay it Forward revenue consists of payments made from customers who want to keep the Company's content free to general users and help create future episodes and seasons of their favorite shows. Pay it Forward revenues are reported as Pay it Forward revenue in the condensed consolidated statements of operations in accordance with ASC Topic 958, Not-for-Profit Entities. Pay it Forward revenue (excluding theatrical Pay it Forward receipts) for the three months ended June 30, 2024, and 2023, was \$1,200,298 and \$9,291,021, respectively, and for the six months ended June 30, 2024, and 2023, was \$4,788,232 and \$23,091,896, respectively.

The Company also collects Pay it Forward payments for the Company's upcoming or current theatrical releases. These collections are used to offset the cost the Company incurs to purchase free or discounted tickets, ("ticket redemption expenses"), for people who may not have otherwise been able to watch the film. If total theatrical Pay it Forward payments are in excess of total ticket redemption expenses, the excess amount will initially be included on the Company's financial statements as deferred revenue. Deferred revenue will be recognized as Pay it Forward revenue during a reporting period if future ticket redemption expenses are expected to be less than the deferred revenue balance. During the three and six months ended June 30, 2024, and 2023, the Company recognized no Pay it Forward revenue specific to theatrical releases. As of June 30, 2024, and December 31, 2023, the Company had \$782,125 and \$850,225, respectively,

of deferred revenue related to Pay it Forward specific to theatrical release. This is expected to be redeemed with free or discounted tickets or recognized as revenue during the next 12 months.

Angel Guild Revenue

The Angel Guild is a membership that gives certain benefits, such as early access to certain content or the ability to vote on future content, to paying members. Members have the option to pay either on a monthly or annual basis and payments for memberships are

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initially recorded as deferred revenue. Revenue is recognized on a straight-line basis over the subscription period. Angel Guild revenue for the three months ended June 30, 2024, and 2023, was \$7,576,999 and \$47,978, respectively and for the six months ended June 30, 2024, and 2023, was \$12,239,312 and \$47,978, respectively. As of June 30, 2024, and December 31, 2023, the Company had \$6,257,345 and \$2,382,251, respectively, of deferred revenue related to Angel Guild revenue. This is expected to be recognized as revenue during the next 12 months.

Theatrical Release Revenue

Prior to the digital release of licensed content, the Company might provide the option to release content as part of a theatrical release. Revenue from these events is recognized at a point in time – when the theatrical showing takes place. The Company will negotiate the terms of the theatrical distribution window (ranging from a few weeks to a few months), profit sharing percentage, and collection terms with the theater owners prior to the release. Theatrical release revenue fluctuates depending on the timing and scale of theatrical showings. Theatrical release revenue for the three months ended June 30, 2024, and 2023, was \$4,492,280 and \$4,596,313, respectively and for the six months ended June 30, 2024, and 2023, was \$12,876,923 and \$5,504,967, respectively.

Content Licensing

Our content licensing arrangements include fixed fee and minimum guarantee arrangements, and sales or usage based royalties. Our fixed fee or minimum guarantee licensing arrangements may, in some cases, include multiple titles, multiple license periods (windows), rights to exploitation in different media, or rights to exploitation in multiple territories, which may be considered distinct performance obligations. When these performance obligations are considered distinct, the fixed fee or minimum guarantee in the arrangement is allocated to the title, window, media right or territory as applicable, based on estimates of relative standalone selling prices. The amounts related to each performance obligation (i.e., title, window, media or territory) are recognized when the content has been delivered, and the window for the exploitation right in that territory has begun, which is the point in time at which the customer is able to begin to use and benefit from the content.

Sales or usage based royalties represent amounts due to us based on the “sale” or “usage” of our content by the customer, and revenues are recognized at the later of when the subsequent sale or usage occurs, or the performance obligation to which some or all the sales or usage-based royalty has been allocated has been satisfied (or partially satisfied). Generally, when we license completed content (with standalone functionality, such as a movie, or television show), our performance obligation will be satisfied prior to the sale or usage. The actual amounts due to us under these arrangements are typically not reported to us until several months after the close of the reporting period. We record revenue under these arrangements for the amounts due and not yet reported to us based on estimates of the sales or usage of these customers and pursuant to the terms of the contracts. Such estimates are based on information from our customers, historical experience with similar titles in that market or territory, the performance of the title in other markets and/or available data in the industry. While we believe these estimates are reasonable estimates of the amounts due under these arrangements, such estimated amounts could differ from the actual amounts to be subsequently reported by the customer, which could be higher or lower than our estimates, and could result in an adjustment to revenues in future periods. Any adjustments booked during the June 30, 2024 and 2023 periods have been immaterial.

For certain multi-year licensing arrangements, payments may be due over a longer period. When the Company expects the period between fulfillment of its performance obligation and the receipt of payment to be greater than a year, a significant financing component is present. In these cases, such payments are discounted to present value based on a discount rate reflective of a separate financing transaction between the customer and the Company, at contract inception. The Company does not assess contracts with deferred payments for significant financing components if, at contract inception, the Company expects the period between fulfillment of the performance obligation and subsequent payment to be one year or less.

Content licensing arrangements can last between several months to up to 10 years. The typical period ranges around 3 years.

Content licensing revenue for the three months ended June 30, 2024, and 2023, was \$1,495,733 and \$1,552,075, respectively and for the six months ended June 30, 2024, and 2023, was \$10,968,469 and \$3,097,219, respectively. As of June 30, 2024, and December 31, 2023, the Company had \$0 and \$71,658, respectively, of deferred revenue related to content licensing.

Other Revenue

Other revenue consists of tickets to Dry Bar Comedy shows and other events, concession sales, general and administrative management fees, and in-app advertising. Other revenue is recognized when the services are performed or when the event takes place. Other revenue for the three months ended June 30, 2024, and 2023, was \$504,928 and \$140,207, respectively and for the six months ended June 30, 2024, and 2023, was \$796,039 and \$242,715, respectively.

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Cost of Revenues

Cost of revenues represents the direct costs incurred by the Company in generating its revenue. These costs include expenses directly associated with the goods or services sold during the reporting period. Cost of revenues is recognized in the condensed consolidated statement of operations in the period in which the related revenue is recognized, following the matching principle.

Components of cost of revenues include licensing royalty expense, film delivery costs, hosting, merchandise costs, credit card fees, freight and shipping costs, and costs of services provided.

Stock-Based Compensation

Stock-based payments made to employees, including grants of employee stock options, are measured using a fair value-based method. The related expense is recorded in the statements of operations over the period of service.

Income Taxes

Income taxes are provided for the tax effects of transactions reported in the condensed consolidated financial statements and consist of taxes currently due plus deferred taxes related primarily to differences between the tax bases of assets and liabilities. The deferred taxes represent the future tax return consequences of those differences, which will either be taxable or deductible when the assets and liabilities are recovered or settled. Deferred income tax assets are reviewed periodically for recoverability, and valuation allowances are provided when it is more likely than not that some or all of the deferred income tax assets may not be realized.

The Company believes that it has appropriate support for the income tax positions taken and to be taken on its tax returns and that its accruals for tax liabilities are adequate for all open tax years based on an assessment of many factors including experience and interpretations of tax laws applied to the facts of each matter. The Company files income tax returns in the U.S. federal jurisdiction and certain state jurisdictions.

Basic and Diluted Earnings (Loss) Per Share

Basic earnings (loss) per share attributable to the Company is computed by dividing income (loss) attributable to the Company by the weighted-average number of shares outstanding during the period. Diluted earnings (loss) per share attributable to the Company gives effect to all dilutive potential shares that are outstanding during the period (if any) and excludes stock options that are anti-dilutive as a result of any net losses during the period.

Recent Accounting Pronouncements

In December 2023, the FASB issued ASU No. 2023-08, “Intangibles-Goodwill and Other-Crypto Assets (Subtopic 350-60): Accounting for and Disclosure of Crypto Assets.” This standard provides accounting and disclosure guidance for crypto assets that meet the definition of an intangible asset and certain other criteria. In-scope assets are subsequently measured at fair value with changes recorded in the condensed consolidated statement of operations. The standard requires separate presentation of (1) in-scope crypto assets from other intangible assets and (2) changes in the fair value of those crypto assets. Disclosure of significant crypto asset holdings and an annual reconciliation of the beginning and ending balances of crypto assets are also required. This ASU becomes effective for annual periods beginning in 2025, including interim periods, with early adoption permitted. The Company is assessing the impact of this ASU and whether or not to early adopt this new standard.

2. Notes Payable

In November 2022, the Company entered into a print and advertising (“P&A”) loan agreement where the Company could draw up to \$5,000,000 related to print and advertising expenses incurred during the theatrical release of specific content. The maturity date of the note was March 31, 2023, and was payable along with a 10% coupon on the aggregate amount drawn. The loan principal and all outstanding interest were paid in full in March 2023.

In June 2023, the Company closed on a round of crowdfunding for P&A expenses, in anticipation of the release of the Sound of Freedom film, in exchange for revenue participation rights of the film. The revenue participation rights allow each investor the right to receive an amount not to exceed 120% (initial investment plus a 20% return) of their crowdfunded amount. The investors have first priority on the cash receipts to the Company of the film and shall be paid in full before any other claims from the film are paid. The money raised was approximately \$5 million. The payback date

was based on the timing of cash collections from the theatrical run of the film and was payable, directly to the investors. The \$5 million was recorded as notes payable and the 20% return was accrued over the term of the note and recorded as interest expense on the consolidated statements of operations. Issuance costs for this raise were approximately

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\$300,000, which was recorded as a note discount. As of December 31, 2023, the notes and interest had been repaid, and the note discount had been fully amortized.

During 2023, the Company entered into several additional rounds of P&A expense raises with institutional investors, in anticipation of the release of several different films, in exchange for revenue participation rights of the films. The revenue participation rights allow each institutional investor the right to receive an amount not to exceed 110% (initial investment plus a 10% return) of their invested amount. The institutional investors have first priority on the cash receipts to the Company of the particular film they invested in and shall be paid in full before any other claims from the film are paid. The money raised was approximately \$20,985,000 which was recorded as notes payable and the 10% return was accrued over the term of the notes and recorded as interest expense on the condensed consolidated statements of operations. The payback dates were based on the timing of cash collections from the various theatrical runs of the films. There were no issuance costs related to these raises. As of December 31, 2023, \$17,000,000 of the notes and \$1,700,000 in related interest had been repaid. All remaining principal and interest was paid back in the first quarter of 2024.

In February 2024, the Company entered into a revolving P&A loan agreement with a related-party. See Note 5 to the condensed consolidated financial statements included herein for further discussion.

In May 2024, the Company entered into P&A expense raises totaling \$3,000,000. The maturity date is dependent on the timing of cash collections from theatrical sales, licensing revenue, merchandise sales and other revenue. The principal balance is payable along with a 10% coupon on the total loans, and is expected to mature within the next year.

On May 7, 2024, the Company entered into a short-term loan agreement for \$500,000 with a 10% interest rate and maturity date of 100 days.

3. Commitments and Contingencies

Litigation

The Company is involved in legal proceedings from time to time arising in the normal course of business. The Company has received, and may in the future continue to receive, claims from third parties.

Litigation is necessary to defend the Company. The results of any current or future complex litigation matters cannot be predicted with certainty, and regardless of the outcome, litigation can have an adverse impact because of defense and settlement costs, distraction of management and resources, and other factors. Additionally, these matters may change in the future as the litigation and factual discovery unfolds. Legal fees are expensed as incurred. Insurance recoveries associated with legal costs incurred are recorded when they are received.

The Company assesses whether there is a reasonable possibility that a loss, or additional losses beyond those already accrued, may be incurred (a Material Loss). If there is a reasonable possibility that a Material Loss may be incurred, the Company discloses an estimate or range of the amount of loss, either individually or in the aggregate, or discloses that an estimate of loss cannot be made. If a Material Loss occurs due to an unfavorable outcome in any legal matter, this may have an adverse effect on the condensed consolidated financial position, results of operations, and liquidity of the Company. The Company records a provision for each liability when determined to be probable, and the amount of the loss may be reasonably estimated. These provisions are reviewed annually and adjusted as additional information becomes available. The Company is involved in legal proceedings from time to time arising in the normal course of business. Management, after consultation with legal counsel, believes that the outcome of these proceedings will not have a material impact on the Company's condensed consolidated financial position, results from operations or liquidity. The actual amounts from the resolution of these matters could vary from management's estimate.

4. Common Stock

The Company has authorized capital stock consisting of 85,000,000 shares of common stock, par value \$0.001 per share, of which 27,500,000 shares have been designated as Class A Common Stock, 4,000,000 have been designated as Class B Common Stock, 38,000,000 have been designated as Class C Common Stock, and 15,500,000 have been designated as Class F Common Stock (collectively, the “Common Stock”).

Loss per Share

The following table represents the Company’s loss per share for the three and six months ending June 30:

	Three Months Ended		Six Months Ended	
	2024	2023	2024	2023
Numerator:				
Net loss attributable to controlling interests	\$(22,482,813)	\$(12,284,721)	\$(37,326,897)	\$(14,484,514)
Denominator:				
Weighted average basic shares outstanding	25,276,878	24,824,083	25,138,698	24,672,693
Effect of dilutive shares	—	—	—	—
Weighted average diluted shares	25,276,878	24,824,083	25,138,698	24,672,693
Basic loss per share	\$ (0.889)	\$ (0.495)	\$ (1.485)	\$ (0.587)
Diluted loss per share	\$ (0.889)	\$ (0.495)	\$ (1.485)	\$ (0.587)

Basic loss per share includes no dilution and is computed by dividing net income available to common stockholders by the weighted average common shares outstanding for the period. Diluted loss per share is calculated similarly to basic earnings per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the common shares were dilutive.

All potential common shares were anti-dilutive as a result of the Company’s net losses during the period presented. If the Company had income during the periods presented, the number of dilutive shares should be 1,617,912 and 1,062,335 for the three months ended June 2024 and 2023, respectively, and 1,596,761 and 1,021,570 for the six months ended June 2024 and 2023, respectively.

5. Related-Party Transactions

The Company has a marketing services contract with an entity owned by one or more of the Company’s directors, officers, and stockholders. During the three months ended June 30, 2024, and 2023, the Company incurred expenses of \$81,915 and \$231,500, respectively, to the related party for marketing services. During the six months ended June 30, 2024, and 2023, the Company incurred expenses of \$303,370 and \$333,650, respectively, to the related party for marketing services.

In July 2021, the Company purchased a 50% interest in the entity that owns the building in which the Company leases its office space from. Lease payments made during the period of related party ownership were \$146,172 and \$104,700 for the three months ended June 30, 2024, and 2023, respectively, and \$252,506 and \$241,150 for the six months ended June 30, 2024, and 2023, respectively.

In July 2022, the Company purchased an 8% interest in an entity (“Tuttle Twins, LLC”) that is partially owned by one or more of the Company’s directors, officers, and stockholders. This entity produces content for the Company’s platforms. The total purchase price was \$1,747,980. In 2023, the Company entered into negotiations to acquire this entity in full. While negotiations are ongoing, the Company agreed to fund the operations of the entity. The Company funded a total of \$900,000 in 2023. During the first six months of 2024, the Company funded an additional \$2,700,000 related to supporting operations of the entity which was expensed by the Company during 2024.

In February 2024, the Company entered into a revolving P&A loan agreement with Angel P&A, LLC, a Delaware limited liability company (“Angel P&A”) that is 100% owned by one or more of the Company’s directors, officers, and stockholders. Angel P&A was set up for the specific purpose of raising up to \$15,000,000 in P&A funds for the

Company to use for upcoming theatrical releases, in exchange for revenue participation rights of the films. The revenue participation rights allow Angel P&A the right to receive an amount not to exceed 110% (initial investment plus a 10% return) of their invested amount. Angel P&A has priority on the cash receipts to the Company of the particular film they invested in and shall be paid in full before any other claims, with the exception of crowdfunding

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P&A raised (if any) which would take first priority, from the film are paid. An initial draw of \$10,000,000 took place in March 2024 and was paid back in June 2024 along with the 10% return. Once Angel P&A receives the repayment on these notes, the interest portion will be distributed to the institutional investors and the original investment can either remain at Angel P&A for additional P&A loans needed by Company or be returned to the institutional investors until the Company has further need of the funds. The commitment period between Angel P&A and Company, and between Angel P&A and the investors, lasts through February 2027. Angel P&A has no employees and is not anticipated to incur any operating expenses. As of June 30, 2024, and December 31, 2023, \$0 and \$0, respectively, of notes payable and related interest was due to Angel P&A.

6. Subsequent Events

Subsequent events have been evaluated through August 14, 2024, which is the date the condensed consolidated financial statements were available to be issued.

In July 2024, the Company sold an aggregate of 219,767 shares of its Class C Common Stock to various purchasers, including certain of its executive officers and directors. The price of the Class C Common Stock was \$14.18 per share.

In July 2024, the Company drew \$2,000,000 from the revolving P&A loan agreement with Angel P&A. The draw amount, along with a 10% coupon on the aggregate amount drawn, is repayable pursuant to a note with a maturity date in September 2024.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

The following is a discussion of the historical results of operations and liquidity and capital resources of Angel Studios, Inc., a Delaware corporation founded in 2013 (“Angel Studios,” “we,” “our,” “us,” or the “Company”). You should read the following discussion and analysis in conjunction with the accompanying financial statements of the Company and the notes thereto, as well as with the Company’s registration statement on Form 10 filed with the Securities and Exchange Commission (the “SEC”) on February 27, 2024 and amended on April 19, 2024 and May 13, 2024 (as amended, the “Registration Statement”), including the audited consolidated financial statements and the related notes included therein.

This Management’s Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements. The matters discussed in these forward-looking statements are subject to risk, uncertainties and other factors that could cause actual results to differ materially from those made, projected or implied in the forward-looking statements.

Forward-Looking Statements

This Current Report on Form 10-Q contains certain forward-looking statements that are subject to various risks and uncertainties. Forward-looking statements are generally identifiable by use of forward-looking terminology such as “may,” “might,” “will,” “should,” “plan,” “potential,” “intend,” “expect,” “outlook,” “seek,” “anticipate,” “estimate,” “approximately,” “believe,” “could,” “project,” “predict,” or other similar words or expressions. Forward-looking statements are based on certain assumptions, discuss future expectations, describe future plans and strategies, contain financial and operating projections or state other forward-looking information. Our ability to predict results or the actual effect of future events, actions, plans or strategies is inherently uncertain. Although we believe that the expectations reflected in our forward-looking statements are based on reasonable assumptions, our actual results and performance could differ materially from those set forth or anticipated in our forward-looking statements. Factors that could have a material adverse effect on our forward-looking statements and upon our business, results of operations, financial condition, funds derived from operations, cash available for dividends, cash flows, liquidity and prospects include, but are not limited to, the factors referenced in this Current Report on Form 10-Q.

When considering forward-looking statements, you should keep in mind the risk factors and other cautionary statements in this Current Report on Form 10-Q. Readers are cautioned not to place undue reliance on any of these forward-looking statements, which reflect our views as of the date of this Current Report on Form 10-Q. The matters summarized below and elsewhere in this Current Report on Form 10-Q could cause our actual results and performance to differ materially from those set forth or anticipated in forward-looking statements. Accordingly, we cannot guarantee future results or performance. Furthermore, we disclaim any obligation to publicly update or revise any forward-looking statement to reflect changes in underlying assumptions or factors, of new information, data or methods, future events or other changes. Investors should not place undue reliance upon these forward-looking statements. Although we believe that the expectations reflected in these forward-looking statements are based on reasonable assumptions, our actual results and performance could differ materially from those set forth in these forward-looking statements due to numerous factors.

Overview

Angel Studios, Inc., a Delaware corporation, was founded in 2013 by four brothers, Neal, Daniel, Jeffrey, and Jordan Harmon. As fathers of young children, they were searching for high-quality films and TV shows that “amplify light”. We define “light” as anything that is true, honest, noble, just, authentic, lovely, admirable, and excellent. To determine whether or not a film or TV show “amplifies light,” we screen a short promotional version of a film or TV show (a “Torch”), or if available a full length feature or episode, to members of the Angel Guild. The Angel Guild is a community of interested individuals who have invested in previous Angel Studios films or TV shows, and individuals who pay a monthly or annual fee to Angel Studios to be a member of the Angel Guild. Upon watching a Torch, Angel Guild members are asked for their feedback as to whether or not the Torch “amplifies light” (based on our definition above), which feedback is used to determine whether we will move forward with production and/or distribution of the film or TV show.

Angel Studios' vision is to be the home of stories that amplify light. Angel Studios is a non-traditional movie studio. We provide filmmakers with the technology to create, fund, and distribute original content without the traditional overhead of a big budget movie studio. Through our ecosystem, thousands of Angel Guild members choose which titles will be selected, refined, funded, and launched, after which the filmmakers and audiences are able to form passionate communities around their creative projects, making the story behind the story as important as the final project itself.

Business Plan

Angel Studios is a community-driven movie studio that empowers audiences to decide which stories get produced and distributed, while creating communities around each project. Filmmakers pitch projects to the Angel Guild, which include individuals from all over the world who are all on a singular mission: to find stories and filmmakers that amplify light. After projects pass the Angel Guild, “Angel Investors” are given the opportunity to fund the projects they are most excited to see, via the Angel Funding Portal discussed below. Post-production, films and TV shows are delivered directly to viewers and grow as fans share with others.

Angel Studios utilizes the services of VAS Portal, LLC d/b/a Angel Funding (“VAS Portal”), a Securities and Exchange Commission (“SEC”) registered Funding Portal (SEC File No. 7-165) and a member of the Financial Industry Regulation Authority (“FINRA”), to facilitate crowdfunding of its projects by Angel Investors via what we refer to as the “Angel Funding Portal.” VAS Portal and the Angel Funding Portal are operated independently of Angel Studios by its General Manager, Fred Pena, and currently offer crowdfunding opportunities exclusively to Angel Investors. VAS Portal was originally a wholly owned subsidiary of Angel Studios, but was sold in 2019 to Harmon Ventures, LLC (an entity indirectly owned by our CEO, Mr. Neal Harmon, and two of his brothers, Messrs. Jeffrey Harmon and Daniel Harmon). As of the date of this Current Report on Form 10-Q, Angel Studios has no ownership interest in VAS Portal.

The second project launched for distribution by Angel Studios was Dry Bar Comedy. Several hundred episodes later, Dry Bar Comedy is now one of the largest collections of clean stand-up comedy in the world with over 5 billion views, and is enjoyed by audiences of all ages.

Shortly thereafter, we entered into a Consulting and Coordination Agreement with The Chosen, Inc. (f/k/a The Chosen, LLC) (“The Chosen”) to provide certain ancillary support services related to the process of qualifying and engaging in a Regulation A crowdfunding offering to produce a new type of television series where each season is funded by the audience. As part of the agreement, Angel Studios (i) provided The Chosen with certain consultation and advice related to The Chosen’s crowdfunding offering, (ii) designed and built a technological platform for The Chosen to facilitate its crowdfunding offering, and (iii) provided various public relations and marketing and advertising services for The Chosen. The series “The Chosen” went on to become the largest equity crowdfunded media project of all time, amassing an audience of more than 100 million and growing. “David,” an Angel Studios original production scheduled for release in 2025, has since surpassed The Chosen as the largest equity crowdfunded media project of all time.

Building on our early successes, we have launched several new initiatives that focus on films and TV shows in markets currently underserved by the traditional studio system.

During 2023, Angel Studios made headlines with the launch of our new theatrical division and release of “His Only Son,” which on June 30, 2023, debuted at #3 in the U.S. box office according to distributor data provided to TheNumbers.com (<https://www.the-numbers.com/box-office-chart/daily/2023/03/31>). On July 4, 2023, we once again garnered attention with the theatrical release of “Sound of Freedom,” which debuted at #1 in the U.S. box office according to distributor data provided to TheNumbers.com (<https://www.the-numbers.com/box-office-chart/daily/2023/07/04>). Subsequent release dates for international locations followed. Our innovative theatrical strategy combines the power of the Angel Guild’s predictive capabilities in identifying movies that deserve a theatrical release with the efficiency of crowdfunding the prints and advertising (“P&A”) funds needed to market the film. In addition, using our self-developed and controlled “Theatrical Pay it Forward” technology, we are able to offer a community-based in-person cinema experience whereby, after experiencing a film in the theater, people have the opportunity to share that experience with others by purchasing tickets, through our Angel app or on our website, for those who would not otherwise watch the film at a theater. The Theatrical Pay it Forward technology combines standard payment processing technology with a streamlined redemption process that allows recipients of the Theatrical Pay it Forward tickets to select a theater and showtime of their choosing for the respective film.

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Not all of our films or TV shows launch theatrically. We consider multiple different distribution strategies for our films and TV shows, including licensing of the content across a wide range of global distribution platforms and networks that include transactional video on demand (“TVOD”), Electronic Sell Thru (“EST”), Subscription Video on Demand (“SVOD”), Ad-Supported Video on Demand (“AVOD”), and Free Video on Demand (“FVOD”). We also make our content available through our own streaming service via the Angel App or on our website (www.angel.com). The Angel App is available to download for free from the Google Play Store on Android mobile devices, Google TV devices, and Android TV devices, from the Apple App Store on iOS mobile devices, from Roku TV, from the Fire TV Channels Store on Fire TV, and from Samsung Smart TV. While most content can be watched for free on the Angel App, members of the Angel Guild are provided with early access to most of the content that Angel Studios distributes.

We are regularly testing, introducing, and building new and exciting community-based features to help us achieve the goal of finding and sharing stories with the world that amplify light.

The Company was originally called VidAngel. In March 2021, the Company was renamed to Angel Studios.

Results of Operations

The following represents our performance highlights for the three months ended June 30, 2024, as compared to the three months ended June 30, 2023:

	For the Three Months Ended June 30,		Change	
	2024	2023	2024 vs. 2023	
Revenues	\$ 16,506,426	\$ 19,579,708	\$ (3,073,282)	(16)%
Cost of revenues	9,580,358	8,757,626	822,732	9 %
Selling and marketing	16,535,366	16,277,624	257,742	2 %
General and administrative	4,670,798	3,405,638	1,265,160	37 %
Research and development	3,668,698	3,208,584	460,114	14 %
Legal expense	5,280,402	370,174	4,910,228	1,326 %
Net gain on digital assets	(732,410)	—	(732,410)	100 %
Operating loss	(22,496,786)	(12,439,938)	(10,056,848)	81 %
Interest expense	(945,279)	(217,590)	(727,689)	334 %
Interest income	936,241	328,477	607,764	185 %
Net loss	<u>\$ (22,505,824)</u>	<u>\$ (12,329,051)</u>	<u>\$ (10,176,773)</u>	<u>83 %</u>

Revenues

During the three months ended June 30, 2024, the decrease in revenues was due to several factors: 1) Pay it Forward revenue decreased by \$8.1 million as a result of season 3 of *The Chosen* being released on our platform during the second quarter of 2023 with no similar releases occurring during the second quarter of 2024, as well as our focus transitioning away from Pay it Forward and focusing more on the Angel Guild; and 2) digital and physical media sales decreased by \$2.7 million as sales have not been as strong during 2024 compared to 2023. Both of these decreases were offset by an increase in Angel Guild revenue of \$7.5 million.

Operating Expenses

Our cost of revenues increased during the second quarter of 2024 as a result of increased licensing and royalty costs. Sales and marketing expense remained relatively flat as we continue to heavily promote the Angel Guild and increasing memberships, as well as current and future theatrical releases. As the Company continues to bring on additional content, drive Angel Guild memberships, and promote future theatrical releases, this cost is expected to continue to rise.

Higher general and administrative costs were related to the increased support staff necessary to manage the continued and expected growth of the business, while higher research and development costs were due to the addition of personnel necessary to continue our focus on improving existing products, optimizing existing services, and developing new technology to better meet the needs of our customers and partners.

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The increase in legal expenses was largely a result of legal costs associated with The Chosen arbitration and estimated liabilities as a result of the outcome of the arbitration. For more information, see *Part II – Other Information – Item 1. Legal Proceedings*.

The increase in interest expense is related to a higher amount of print and advertising notes entered into and outstanding during the three months ended June 30, 2024, compared to the three months ended June 30, 2023.

The increase in interest income is the result of a more favorable rate environment for cash deposits, and from the Company's cash reserves being moved to higher interest-bearing accounts during the three months ended June 30, 2024, compared to the three months ended June 30, 2023.

The following represents our performance highlights for the six months ended June 30, 2024, as compared to the six months ended June 30, 2023:

	For the Six Months Ended June 30,		Change	
	2024	2023	2024 vs. 2023	
Revenues	\$ 45,364,632	\$ 39,468,441	\$ 5,896,191	15 %
Cost of revenues	23,231,209	18,400,640	4,830,569	26 %
Selling and marketing	38,291,678	21,915,396	16,376,282	75 %
General and administrative	9,913,236	7,094,067	2,819,169	40 %
Research and development	8,033,936	6,278,432	1,755,504	28 %
Legal expense	8,709,589	464,043	8,245,546	1,777 %
Net gain on digital assets	(732,410)	—	(732,410)	100 %
Operating loss	(42,082,606)	(14,684,137)	(27,398,469)	187 %
Interest expense	(1,517,070)	(335,188)	(1,181,882)	353 %
Interest income	1,826,501	490,481	1,336,020	272 %
Loss before income tax benefit	(41,773,175)	(14,528,844)	(27,244,331)	188 %
Income tax benefit	(4,403,068)	—	(4,403,068)	100 %
Net loss	<u>\$(37,370,107)</u>	<u>\$(14,528,844)</u>	<u>\$(22,841,263)</u>	<u>157 %</u>

Revenues

During the six months ended June 30, 2024, the increase in revenues was due to several factors: 1) our theatrical release revenues increased by \$7.4 million as a result two theatrical releases during this period in 2024 compared to just one theatrical release during this period in 2023; 2) Angel Guild revenue increased by \$12.2 million during the six months ended June 30, 2024, compared to the six months ended June 30, 2023, as the Angel Guild did not launch until the second quarter of 2023; 3) content licensing revenue increased by \$7.9 million during the six months ended June 30, 2024 compared to the six months ended June 30, 2023, mainly as a result of the performance obligations being completed during this period in 2024 for content licensing deals whereas no similar deals took place during this period in 2023; and 4) TVOD and EST revenue increased by \$800k during the six months ended June 30, 2024 as a result of increased content being offered for sale or rental when compared to the six months ended June 30, 2023. This increase in revenues was offset by 1) a decrease in Pay it Forward revenue of \$18.3 million, largely as a result of season 3 of *The Chosen* being released on our platform during this period in 2023 and no similar releases occurring during this period in 2024 as well as our focus transitioning away from Pay it Forward and focusing more on the Angel Guild; and 2) digital and physical media sales decreased by \$3.8 million as sales have not been as strong during 2024 compared to 2023.

Operating Expenses

Our cost of revenues increased during the second quarter of 2024 as the increased revenues resulted in higher distribution, licensing, and royalty costs. The increase in sales and marketing expense was primarily due to the promotion of the Angel Guild and increasing memberships, as well as current and future theatrical releases. As the Company

continues to bring on additional content, drive Angel Guild memberships, and promote future theatrical releases, this cost is expected to continue to rise.

Higher general and administrative costs were related to the increased support staff necessary to manage the continued and expected growth of the business, while higher research and development costs were due to the addition of personnel necessary to continue our focus on improving existing products, optimizing existing services, and developing new technology to better meet the needs of our customers and partners.

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The increase in legal expenses was largely a result of legal costs associated with The Chosen arbitration and estimated liabilities as a result of the outcome of the arbitration. For more information, see *Part II – Other Information – Item 1. Legal Proceedings*.

The increase in interest expense is related to a higher amount of print and advertising notes entered into and outstanding during the six months ended June 30, 2024, compared the six months ended June 30, 2023.

The increase in interest income is the result of a more favorable rate environment for cash deposits, and from the Company's cash reserves being moved to higher interest-bearing accounts during the six months ended June 30, 2024, compared the six months ended June 30, 2023.

The Company recognized an income tax benefit during the six months ended June 30, 2024, compared to no benefit during the six months ended June 30, 2023, as a result of releasing our income tax valuation allowance during the third quarter of 2023.

Liquidity and Capital Resources

Operating and Capital Expenditure Requirements

	As of		Change	
	June 30, 2024	December 31, 2023	2024 vs. 2023	
Cash and cash equivalents	\$ 4,386,163	\$ 25,201,425	\$ (20,815,262)	(83)%
Accrued settlement costs	4,502,047	4,625,854	(123,807)	(3)%
Notes payable	3,542,680	4,160,277	(617,597)	(15)%

Cash and cash equivalents decreased \$20.8 million in the six months ended June 30, 2024, primarily due to cash used in operating activities of \$29.5 million offset by the net proceeds of issuance of Common Stock of \$8.2 million.

To date, we have funded a significant portion of our operations through private and public offerings of Common Stock and raise of money through notes payable. As of June 30, 2024, we had cash on hand of approximately \$4.4 million. We have accrued settlement costs in the amount of \$4.5 million, payable over forty-one (41) remaining equal quarterly installments of \$176,786. The expense was recorded at the present value of the obligation with an imputed interest rate of 10%. The short-term obligation related to these settlement costs as of June 30, 2024 was \$266,735, and the long-term portion is \$4,235,312. We also had notes payable for print and advertising notes in the amount of \$3,542,680 with amounts due based on timing of certain cash proceeds, but which amounts are expected to be paid by the end of 2024. As we continue to grow, we expect to raise additional funds to cover any shortfall in operating needs. We project that our existing capital resources, including cash, accounts receivables, licensing receivables, and the ability to sell our digital assets if necessary, will be sufficient to meet our operating requirements for at least the next 12 months.

The condensed consolidated financial statements have been prepared assuming the Company will continue to operate as a going concern within one year from the date of issuance of these financial statements. For the six months ended June 30, 2024, the Company incurred a net loss of approximately \$37,300,000 and used cash in operating activities of approximately \$29,500,000. The Company had an accumulated deficit of approximately \$47,400,000 as of June 30, 2024. A significant portion of the net loss for the six months ended June 30, 2024, was due to a one-time contractual commitment for marketing spend on a theatrical release and increased marketing expenses to grow Angel Guild subscriptions. Management does not anticipate the same level of marketing spend as a percentage of revenue for future theatrical releases. The distribution agreement with the Chosen, which has generated significant past revenues, was canceled during the quarter ended June 30, 2024. The Company could also be required to make payments as a result of unfavorable outcomes of litigation. Management anticipates that the Company will continue to incur operating losses and use cash in operating activities for the rest of 2024 and into 2025.

Management is working to increase revenues through the growth of Angel Guild subscriptions, the Company's pipeline of theatrical releases in the second half of 2024 and in 2025, and additional streaming agreements. The Company holds Bitcoin assets valued at approximately \$9,916,000 as of June 30, 2024. The Company finances marketing

activities for theatrical releases through print and advertising loan agreements with individual and institutional investors. Additionally, the Company has raised capital through the sale of common stock, generating approximately \$7,500,000 during the year ended December 31, 2023, and approximately \$8,250,000 during the six months ended June 30, 2024. Management believes it will be able to fund operating capital shortfalls for the next year through the issuance of debt and common stock. While there is no assurance of success, management remains committed to its plans to

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grow revenues and manage expenses. If these efforts are not successful, or if securing debt and selling common stock on acceptable terms proves challenging, the Company would need to significantly cut back on operations, which could materially affect our financial condition and/or our ability to continue as a going concern.

Discussion of Operating, Investing, Financing Cash Flows

Operating Activities. Cash flows used in operating activities for the six months ended June 30, 2024, as compared to the six months ended June 30, 2023, were as follows:

	<u>For the Six Months Ended June 30,</u>		<u>Net Change</u>
	<u>2024</u>	<u>2023</u>	
Net cash and cash equivalents used in operating activities	\$ (29,479,037)	\$ (10,000,363)	\$ (19,478,674)

Cash flows used in operating activities for the six months ended June 30, 2024 was \$29.5 million compared to cash flows used in operating activities of \$10.0 million for the six months ended June 30, 2023. The decrease in cash provided by operating activities during 2024 is due largely to the net loss generated during this period, an increase in licensing receivables of \$5.9 million due to increased licensing revenues, an increase in accrued licensing royalties of \$3.9 million as a result of increased revenues from theatrical releases, and a change in deferred income taxes of \$4.4 million.

Investing Activities. Cash flows provided by investing activities for the six months ended June 30, 2024, as compared to the six months ended June 30, 2023, were as follows:

	<u>For the Six Months Ended June 30,</u>		<u>Net Change</u>
	<u>2024</u>	<u>2023</u>	
Purchases of property and equipment	\$ (244,581)	\$ (39,356)	\$ (205,225)
Issuance of note receivable	(1,352,311)	(1,667,213)	314,902
Collections of note receivable	1,688,769	2,750,116	(1,061,347)
Purchase of digital assets	(48,515)	(31,778)	(16,737)
Sale of digital assets	964,178	—	964,178
Investments in affiliates	39,458	(417,863)	457,321
Net cash and cash equivalents provided by investing activities	\$ 1,046,998	\$ 593,906	\$ 453,092

Cash flows provided by investing activities for the six months ended June 30, 2024 was \$1,046,998 compared to cash flows provided by investing activities \$593,906 for the six months ended June 30, 2023. Both periods saw moderate activity in issuing and collecting repayments on notes receivable, with more collections during 2023 being the result of several of our filmmakers paying us back for our crowdfunding services during each period (see “Notes Receivable” under Notes to the Condensed Consolidated Financial Statements section). We also sold some of our digital assets, which resulted in a gain of \$734,127, during the 2024 period.

Financing Activities. Cash flows provided by financing activities for the six months ended June 30, 2024, as compared to the six months ended June 30, 2023, were as follows:

	<u>For the Six Months Ended June 30,</u>		<u>Net Change</u>
	<u>2024</u>	<u>2023</u>	
Repayment of notes payable	\$ (15,784,423)	\$ (2,000,000)	\$ (13,784,423)
Receipt of notes payable	15,043,019	10,406,204	4,636,815
Repayment of accrued settlement costs	—	(112,163)	112,163
Exercise of stock options	224,167	15,675	208,492
Issuance of common stock	8,249,971	7,500,000	749,971
Repurchase of common stock	(113,894)	—	(113,894)
Debt financing fees	—	(293,443)	293,443
Net cash and cash equivalents provided by financing activities	\$ 7,618,840	\$ 15,516,273	\$ (7,897,433)

Cash flows provided by financing activities for the six months ended June 30, 2024 were \$7,618,840 compared to cash flows provided by financing activities of \$15,516,273 for the six months ended June 30, 2023. During the 2024 period, the Company raised \$8.2 million with issuance of Common Stock and \$15.0 million for print and advertising related activities and repaid \$15.8 million for

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print and advertising related activities during the same period. During the 2023 period, the Company raised \$7.5 million with issuance of Common Stock and \$10.4 million for print and advertising related activities and repaid \$2.0 million for print and advertising related activities during the same period.

Trends and Key Factors Affecting Our Performance

Our business has historically generated a moderate portion of our total revenue from distribution activities related to our Content License Agreement with The Chosen dated October 18, 2022 (the “Chosen Agreement”). The Chosen Agreement outlined the current contractual arrangement between the parties. Revenue from distribution activities related to the Chosen Agreement has accounted for a moderate percentage of our revenue.

On April 4, 2023, The Chosen initiated private binding arbitration against the Company alleging certain material breaches of contract under the Chosen Agreement, seeking to terminate the Chosen Agreement pursuant to which the Company was granted a limited license to distribute, solely on the Angel App, all previous and future episodes and seasons of the television series “The Chosen,” and any future audiovisual productions derivative thereof. On May 28, 2024, the arbitrator in the arbitration proceedings issued the Interim Arbitration Award granting The Chosen’s breach of contract claims and terminating the Chosen Agreement effective as of May 28, 2024. The Interim Arbitration Award granted The Chosen monetary damages in the amount of \$30,000, plus costs and potential recovery of an allocable portion of its attorney fees, the amounts of which, if any, will be determined in the Phase 2 Proceedings. The Interim Arbitration Award denied in full The Chosen’s claims for the remedies of disgorgement of profits and corrective advertising.

The Company disagrees with the arbitrator’s decision regarding the breach of contract claims and the termination of the Chosen Agreement and intends to seek appellate review of the Arbitration Award, as permitted under the arbitration provision of the Chosen Agreement, following the Phase 2 Proceedings and the subsequent issuance of the Arbitration Award. Unless and until a favorable outcome of such appellate review is determined, the Company will fully comply with the Interim Arbitration Award and the Arbitration Award, including with respect to the termination of the Chosen Agreement effective as of May 28, 2024.

We have worked with other filmmakers that have generated a substantial amount of revenue for the Company. We are continuing to work with these and several other filmmakers on new and exciting films and TV shows. However, there is no guarantee that we will be able to earn as much revenue from these new films and TV shows as we have from some of our more successful films and TV shows, including The Chosen. If we are unable to successfully monetize other projects, this may have a material adverse impact on our business, results of operations, and financial condition.

Furthermore, our ability to monetize the content we distribute is heavily reliant on factors currently outside of our control, including, but not limited to, the potential loss of key talent, the potential for budget overruns, the quality of the content produced, the timeliness of the production and subsequent release schedule, and the relationship of the creator with the audience. If we are unable to find ways to mitigate the risks associated with these external factors, it may have a material adverse impact on our business, results of operations, and financial condition.

Critical Accounting Estimates

The preparation of consolidated financial statements in conformity with United States (“U.S.”) generally accepted accounting principles (“GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reported periods. The SEC has defined a company’s critical accounting policies as the ones that are most important to the portrayal of a company’s financial condition and results of operations, and which require a company to make its most difficult and subjective judgments. Based on this definition, the Company has identified the critical accounting policies and judgments addressed below. Estimates are based on historical experience and on various other assumptions that the Company believes to be 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. Actual results may differ from these estimates under different assumptions or conditions.

Long-lived Assets

Intangible assets with finite lives and property, plant and equipment are amortized or depreciated over their estimated useful life on a straight-line basis. We monitor conditions related to these assets to determine whether events and circumstances warrant a revision to the remaining amortization or depreciation period. We test these assets for potential impairment whenever our management concludes events or changes in circumstances indicate that the carrying amount may not be recoverable. The original estimate of an asset's useful life and the impact of an event or circumstance on either an asset's useful life or carrying value involve significant judgment regarding estimates of the future cash flows associated with each asset.

Income Taxes

We account for income taxes under the liability method, whereby deferred tax asset or liability account balances are determined based on the difference between the financial statement and the tax bases of assets and liabilities using current tax laws and rates in effect for the year in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets when we expect the amount of tax benefit to be realized is less than the carrying value of the deferred tax asset.

Accounting for income taxes involves uncertainty and judgment on how to interpret and apply tax laws and regulations within our annual tax filings. Such uncertainties from time to time may result in a tax position that may be challenged and overturned by a tax authority in the future which could result in additional tax liability, interest charges and possibly penalties.

Stock-Based Compensation

We account for stock-based compensation by measuring and recognizing as compensation expense the fair value of all share-based payment awards made to employees based on estimated grant date fair values. The determination of fair value involves a number of significant estimates. We use the Black Scholes option pricing model or the Monte Carlo pricing model to estimate the value of employee stock options which requires a number of assumptions to determine the model inputs. These include the expected volatility of our stock and employee exercise behavior which are based on historical data as well as expectations of future developments over the term of the option. As stock-based compensation expense is based on awards ultimately expected to vest, it has been reduced for estimated forfeitures. Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Management's estimate of forfeitures is based on historical experience but actual forfeitures could differ materially as a result of voluntary employee actions and involuntary actions which would result in significant change in our stock-based compensation expense amounts in the future. The fair value of the Common Stock underlying the employee stock options is estimated using third party valuations, including market, income, and cost valuation approaches.

Other Estimates

See Note 1 to the accompanying condensed consolidated financial statements included herein for further discussion.

Off-Balance Sheet Arrangements

As of June 30, 2024, the Company had no off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the Company's financial condition, results of operations, liquidity, capital expenditures or capital resources that is material to investors.



Item 3. Quantitative and Qualitative Disclosures about Market Risk

We are subject to market risks in the ordinary course of our business, including changes in interest rates. Historically, fluctuations in interest rates have not had a significant impact on our operating results. As of June 30, 2024, we had no outstanding variable rate indebtedness, and we have not utilized any derivative financial instruments such as futures contracts, options and swaps, forward foreign exchange contracts or interest rate swaps and futures. In addition, any sales we make that are denominated in a foreign currency will be subject to risks associated with changes in currency exchange rates. These risks include the possibility of significant fluctuations in the foreign currency markets, the imposition or modification of foreign exchange controls and potential illiquidity in the secondary market. These risks will vary depending upon the currency or currencies involved. Overall, we believe that our exposure to interest rate risk and foreign currency exchange rate changes is not material to our financial condition or results of operations.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As required by Rule 13a-15(b) and Rule 15d-15(b) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), our management, including our Chief Executive Officer and Chief Financial Officer, evaluated, as of June 30, 2024, the effectiveness of our disclosure controls and procedures as defined in Exchange Act Rule 13a-15(e) and Rule 15d-15(e). Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of June 30, 2024 to provide reasonable assurance that information required to be disclosed by us in this report filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the rules and forms of the Exchange Act and is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures.

We believe, however, that a controls system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the controls systems are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud or error, if any, within a company have been detected.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal controls over financial reporting that occurred during the three months ended June 30, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

We currently are, and from time to time might again become, involved in litigation. Litigation has the potential to cause us to incur unexpected losses, some of which might not be covered by insurance but can materially affect our financial condition and our ability to continue business operations.

Disney Litigation and the Preliminary Injunction

On December 12, 2016, the United States District Court for the Central District of California (the “California Court”), in the matter of Disney Enterprises, Inc.; Lucasfilm Ltd., LLC; Twentieth Century Fox Film Corporation and Warner Bros. Entertainment, Inc., or Plaintiffs, v. VidAngel (the “Disney Litigation”), granted the Plaintiffs’ motion for preliminary injunction, against us. On October 5, 2017, the California Court allowed the Plaintiffs to amend the original complaint to add three (3) of their subsidiaries, MVL Film Finance LLC, New Line Productions, Inc., and Turner Entertainment Co., as additional Plaintiffs (collectively, the “Plaintiffs”), and identify additional motion pictures as having allegedly been infringed. The Plaintiffs claimed that we unlawfully decrypted and infringed 819 titles in total.

On March 6, 2019, the California Court granted the Plaintiffs’ motion for partial summary judgement as to liability. The order found that we were liable for infringing the copyrights, and violating the Digital Millennium Copyright Act, or DMCA, with respect to certain motion pictures of the Plaintiffs’. Damages related to the respective copyright infringements, and DMCA violations, were decided by a jury trial in June 2019. The jury found that we willfully infringed the Plaintiffs’ copyrights and awarded statutory damages of \$75,000 for each of the 819 infringed titles, or \$61,425,000. The jury also awarded statutory damages of \$1,250 for DMCA violations for each of the 819 infringed titles, or \$1,023,750. The total award for both counts was \$62,448,750. On September 23, 2019, a judgment consistent with the jury’s verdict was entered against us by the California Court. The Plaintiffs also planned to seek an award of costs and attorneys’ fees.

On August 26, 2020, we entered into a Settlement Agreement with the Plaintiffs as part of our Reorganization Plan, effectively ending the litigation. See *Chapter 11 Bankruptcy*, below, for more information on the Settlement Agreement and Reorganization Plan.

The Permanent Injunction

On September 5, 2019, the California Court issued a permanent injunction against us. The permanent injunction enjoins us, our officers, agents, servants, employees, and attorneys, from: (1) circumventing technological measures protecting Plaintiffs’ copyrighted works on DVDs, Blu-rays, or any other medium; (2) copying Plaintiffs’ copyrighted works, including but not limited to copying the works onto computers or servers; (3) streaming, transmitting or otherwise publicly performing any of Plaintiffs’ copyrighted works over the Internet, via web applications, via portable devices, via streaming devices, or by means of any other device or process; or (4) engaging in any other activity that violates, directly or indirectly, Plaintiffs’ anti-circumvention right, 17 U.S.C. §1201(a), or that infringes by any means, directly or indirectly, any of Plaintiffs’ exclusive rights in any copyrighted work under Section 106 of the Copyright Act, 17 U.S.C. §106.

We were required to cease and have ceased filtering and streaming all movies and television programs owned by the Plaintiffs.

The foregoing description of the permanent injunction is a summary and is qualified in its entirety by the California Court’s orders.

Chapter 11 Bankruptcy

On October 18, 2017, we filed a voluntary petition for relief under chapter 11, title 11 of the United States Code in the United States Bankruptcy Court for the District of Utah, or the Bankruptcy Court, case number 17-29073, or the Bankruptcy Case. On September 4, 2020, the Bankruptcy Court confirmed the Company’s Joint Plan of Reorganization

(the “Reorganization Plan”), which became effective on September 30, 2020 (the “Effective Date”). On November 17, 2020, the Bankruptcy Court issued a final decree closing the Bankruptcy Case.

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The following is a summary of certain provisions of the Reorganization Plan and related Settlement Agreement (the “Settlement Agreement”), and is not intended to be a complete description of the Reorganization Plan. Complete versions of the Reorganization Plan and related Settlement Agreement can be found in the section entitled “Exhibits” under Item 2.1 of our [Form 1-U filed with the SEC on September 15, 2020](#), and are incorporated by reference into this Current Report on Form 10-Q.

Reorganization Plan

The Reorganization Plan, as confirmed, contemplated that:

- The Company will continue as a “going concern,” thereby ensuring the greatest return to creditors and shareholders by allowing the Company to reorganize through continuation of its business operations and satisfaction and discharge of its debts over time.
- Holders of all allowed claims (other than administrative expense claims and priority tax claims) (“Claim Holders”) will be paid in full, from funds available and required to be distributed thereto (“Distribution Funds”), and holders of equity interests shall retain their interests in the Company.
- Neal Harmon and Jeffrey Harmon will remain in management positions with the Company and agreed to refrain from engaging in competitive activities in the business of Self-Selected Viewing for a one-year period. Pursuant to the Settlement Agreement and under the related Security Agreement and Compliance Lien, Neal Harmon and Jeffrey Harmon pledged all their equity in the Company as collateral. If the Company is found to have four instances of unauthorized use of copyrighted materials in a consecutive five-year period, any Studio (as defined below) may immediately commence an enforcement action against the Company in the Central District of California (an “Enforcement Action”), and both Neal Harmon and Jeffrey Harmon could lose all of their interests in the Company.
- The Company agrees not to directly or indirectly, or facilitate any third party, to descramble, decrypt or otherwise bypass a Copyrighted Work (as defined in the Settlement Agreement) of Disney Enterprises, Inc., Lucasfilm Ltd. LLC, Twentieth Century Film Corporation, Warner Bros. Entertainment Inc., MVL Film Finance, LLC, New Line Productions, Inc., and Turner Entertainment Co. (each individually a “Studio” and collectively, the “Studios”) or their respective affiliates, not to reproduce such a Copyrighted Work, not to stream, transmit, or publicly perform such a Copyrighted Work, and not to distribute such a Copyrighted Work.
- The Company agrees not to sue the Studios, and not to use resources to lobby to amend the Family Movie Act (17 U.S.C. § 110(11)) for a period of fourteen (14) years following the Effective Date of the Reorganization Plan. The Company will voluntarily dismiss its appeal of the judgment and the injunction obtained by the Studios.
- Subject to the Company’s compliance with terms and conditions of the Reorganization Plan and related Settlement Agreement, the Company will pay the Studios \$9,900,000 over 14 years, without interest, provided, however, that the unpaid balance of that certain Promissory Note made by the Company to the Studios in the amount of \$62,461,456 (the “Note”) minus any paid amounts (the “Settlement Amount”) will remain outstanding for fourteen (14) years from the Effective Date. If, upon the expiration of fourteen (14) years after the Effective Date, the Settlement Amount is timely paid and there is no breach or violation of the Settlement Agreement that remains uncured after written notice is received and there have not been four instances of unpermitted conduct in violation of the Settlement Agreement, subject to a Notice of Default, in a consecutive five (5) year period, then the Note shall be cancelled, and the original Note marked “Paid and Cancelled” shall be returned to the Company.
- The holders of equity interests in the Company (“Equity Holders”) shall retain their equity interests in the Company, provided however, that distributions to such Equity Holders shall not be made unless and until all payment obligations under the Reorganization Plan are made in full.



ClearPlay Litigation

In 2014, we responded to a contention by ClearPlay that we (VidAngel) infringed on certain ClearPlay patents by suing ClearPlay in the United States District Court for the Central District of California (the case was later transferred to Utah). In doing so, we requested judicial determinations that our technology and service did not infringe eight patents owned by ClearPlay and that the patents were invalid. In turn, ClearPlay counterclaimed against us alleging patent infringement. On February 17, 2015, the case was stayed pending inter partes review by the United States Patent and Trademark Office, or the USPTO, of several of ClearPlay's patents. We were not party to or involved in the USPTO's review of those patents. Owing to those proceedings, on May 29, 2015, the Utah trial court closed the case without prejudice to the parties' rights to reassert any or all claims later. In July and August 2015, many of ClearPlay's patent claims, including many of the claims asserted against us, were invalidated by the USPTO. Some of ClearPlay's other patent claims were upheld and still others were never challenged in the USPTO. Following the USPTO's rulings, ClearPlay appealed some of the USPTO's invalidity decisions to the United States Court of Appeals for the Federal Circuit. The findings of invalidity were all affirmed by the Federal Circuit on August 16, 2016. On October 31, 2016, the magistrate judge, Brooke C. Wells, conducted telephonic status conferences in this and a related case brought by ClearPlay against DISH Network and ordered that both cases be re-opened. Subsequently, Magistrate Judge Wells granted ClearPlay's motion to stay the litigation at least until a decision is rendered on the preliminary injunction by the Ninth Circuit. On October 12, 2017, the magistrate judge ordered the case stayed again, this time until a final decision is rendered in the Disney Litigation. On February 14, 2018, ClearPlay filed a claim in our chapter 11 proceeding seeking an unliquidated sum. On April 14, 2020, the trustee appointed in our Bankruptcy Case filed an objection to the claim in the Bankruptcy Court seeking an order to disallow the claim in its entirety. On October 21, 2020, the Bankruptcy Court issued an order converting the trustee's objection to Clearplay's claim in the Bankruptcy case to an adversary proceeding. The case was transferred to the United States District Court for the Central District of Utah.

On April 20, 2021, the court lifted the stay as the final decision in the Disney Litigation had been determined and we were no longer in bankruptcy. VidAngel Entertainment assumed responsibility for defense of the ClearPlay litigation, and any settlement discussions thereto, as part of the Asset Purchase Agreement, which can be found under Item 6, Exhibit Number 10.2. On November 4, 2021, we informed that court that we sold VidAngel and VidAngel Entertainment is the successor. On January 14, 2022, ClearPlay filed a response stating Angel Studios and VidAngel Entertainment are liable for past infringement as they are the successor to VidAngel. The Court has not yet addressed this issue.

On December 20, 2021, we served non-infringement and invalidity contentions concerning the patents asserted in this case. On January 7, 2022, ClearPlay filed a motion seeking to add additional causes of action under the Digital Millennium Copyright Act and Utah state law for alleged tortious interference, which we opposed on February 4, 2022. On June 23, 2022, the Court granted leave for ClearPlay to amend its complaint to add these claims but deferred to a later stage of the proceedings any ruling on the futility of the claims. We continue to pursue, contest, and defend this case vigorously, but as a result of the stays that have been entered in this case, the case remains in its early stages.

On December 8, 2023, the Court held a Markman hearing to construe the scope and meaning of certain disputed claim terms in the asserted patents. At the conclusion of the hearing, the Court took the matter under submission. The timing and results of the Court's ruling remain undetermined, and no deadlines or other case activities are scheduled to occur while the parties await the Court's ruling. We will continue to pursue, contest, and defend this case vigorously. Because no claim construction ruling has been issued yet, the case remains at a relatively early stage.

The Chosen Arbitration

Our business has historically generated a significant portion of our total revenue from distribution activities related to the Chosen Agreement. The Chosen Agreement outlined the contractual arrangement between the parties pursuant to which we were granted a limited license to distribute, solely on the Angel App, all previous and future episodes and seasons of the series "The Chosen," and any future audiovisual productions derivative thereof. Revenue from distribution activities related to the Chosen Agreement has historically accounted for a large percentage of our revenue.

On April 4, 2023, The Chosen initiated private binding arbitration against the Company alleging certain material breaches of contract under the Chosen Agreement, seeking to terminate the Chosen Agreement pursuant to which the Company was granted a limited license to distribute, solely on the Angel App, all previous and future episodes and seasons of the television series "The Chosen," and any future audiovisual productions derivative thereof. On May 28, 2024, the arbitrator in the arbitration proceedings issued the Interim Arbitration Award granting The Chosen's breach of

contract claims and terminating the Chosen Agreement effective as of May 28, 2024. The Interim Award granted The Chosen monetary damages in the amount of \$30,000, plus costs and potential recovery of an allocable portion of its attorney fees, the amounts of which, if any, will be determined in the Phase 2 Proceedings. The Interim Arbitration Award denied in full The Chosen's claims for the remedies of disgorgement of profits and corrective advertising.

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The Company disagrees with the arbitrator's decision regarding the breach of contract claims and the termination of the Chosen Agreement and intends to seek appellate review of the the Arbitration Award, as permitted under the arbitration provision of the Chosen Agreement, following the Phase 2 Proceedings and the subsequent issuance of the Arbitration Award. Unless and until a favorable outcome of such appellate review is determined, the Company will fully comply with the Interim Arbitration Award and the Arbitration Award, including with respect to the termination of the Chosen Agreement effective as of May 28, 2024. As a result of this ruling, we will likely experience a material adverse impact on our business, results of operations, and financial condition.

Item 1A. Risk Factors

Other than as set forth below, there have been no material changes to the risk factors previously disclosed within Item 1A "Risk Factors" in the Registration Statement.

The Company is a reporting company with the SEC. The requirements of being a reporting company may strain our resources, divert management's attention and affect our ability to attract and retain additional executive management and qualified members of our Board of Directors (the "Board").

Pursuant to the Registration Statement, the Company has registered its Class B Common Stock and Class C Common Stock with the SEC under Section 12(g) of the Exchange Act, and has thereby become a public reporting company. As a reporting company, the Company is subject to the reporting requirements of Section 13 of the Exchange Act, the proxy rules under Section 14 of the Exchange Act, the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"), and other applicable securities rules and regulations. The costs of compliance with these rules and regulations and the time spent by our management on such compliance will result in a significant increase in our ongoing legal and financial compliance costs, professional fees (legal and accounting), and costs associated with internal staff, which we expect will greatly exceed those previously spent on securities compliance and may have a material adverse impact on our financial condition and results of operations. Therefore, the costs for these functions in previous years are not indicative of future costs.

Changing laws, regulations and standards relating to corporate governance and public disclosure create uncertainty for public companies, increase legal and financial compliance costs and increase time expenditures for internal personnel. These laws, regulations and standards are subject to interpretation, in many cases due to their lack of specificity, and their application in practice may evolve over time as regulators and governing bodies provide new guidance. These changes may result in continued uncertainty regarding compliance matters and may necessitate higher costs due to ongoing revisions to filings, disclosures and governance practices. We intend to invest resources to comply with evolving laws, regulations and standards, and this investment may result in increased general and administrative expenses and a diversion of management's time and attention from revenue-generating activities to compliance activities. If our efforts to comply with new laws, regulations and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to their application and practice, regulatory authorities may initiate regulatory or legal proceedings against us and our business may be adversely affected.

As a reporting company under these rules and regulations, we expect that it may also be more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These factors could also make it more difficult for us to attract and retain qualified directors and officers.

A significant amount of our revenue has been derived from the a licensing agreement with The Chosen. The termination of this agreement will reduce our revenues and adversely affect our operating results.

Historically, a significant amount of our revenue has been derived from distribution activities related to the a licensing agreement we had with The Chosen. Revenues recognized during the years ended December 31, 2023, December 31, 2022, and December 31, 2021 and derived from the Chosen Agreement were \$40 million, \$68 million, and \$116 million, respectively.

On April 4, 2023, The Chosen initiated private binding arbitration against the Company alleging certain material breaches of contract under the Chosen Agreement, seeking to terminate the Chosen Agreement pursuant to which the Company was granted a limited license to distribute, solely on the Angel App, all previous and future episodes and seasons of the television series “The Chosen,” and any future audiovisual productions derivative thereof. On May 28, 2024, the arbitrator in the arbitration proceedings issued the Interim Arbitration Award granting The Chosen’s breach of contract claims and terminating the Chosen Agreement effective as of May 28, 2024. The Interim Award granted The Chosen monetary damages in the amount of \$30,000, plus costs and potential recovery of an

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allocable portion of its attorney fees, the amounts of which, if any, will be determined in the Phase 2 Proceedings. The Interim Arbitration Award denied in full The Chosen's claims for the remedies of disgorgement of profits and corrective advertising.

The Company disagrees with the arbitrator's decision regarding the breach of contract claims and the termination of the Chosen Agreement and intends to seek appellate review of the the Arbitration Award, as permitted under the arbitration provision of the Chosen Agreement, following the Phase 2 Proceedings and the subsequent issuance of the Arbitration Award. Unless and until a favorable outcome of such appellate review is determined, the Company will fully comply with the Interim Arbitration Award and the Arbitration Award, including with respect to the termination of the Chosen Agreement effective as of May 28, 2024. As a result of this ruling, we will likely experience a material adverse impact on our business, results of operations, and financial condition

We rely upon a number of partners to make our service available on their devices.

We currently offer customers the ability to receive streaming content through a host of Internet-connected devices, including TVs, digital video players, television set-top boxes and mobile devices. We work with various tech companies and distributors, including Roku, Google, Apple, Samsung and LG, to make the Angel App available through the respective app stores or television set-top boxes of such service providers. We do not currently have separate written agreements with these companies, and make the Angel App available pursuant to the standard terms and conditions that these companies offer to all companies who develop applications that are made available through their respective app stores, or television set-top boxes. We intend to continue to broaden our capability to transmit TV shows and movies to other platforms and partners over time. If we are not successful in maintaining existing and creating new relationships, or if we encounter technological, content licensing, regulatory or other impediments to delivering our content to our customers via those devices, our ability to grow our business could be adversely impacted. Furthermore, the devices are manufactured and sold by entities other than us and while these entities should be responsible for the devices' performance, the connection between us and those devices may nonetheless result in customer dissatisfaction toward the Company and such dissatisfaction could result in claims against us or otherwise adversely impact our business.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

5(a):

None.

5(b):

None.

5(c):

During the three months ended June 30, 2024, none of our directors or officers (as defined in Section 16 of the Exchange Act) adopted or terminated a “Rule 10b5-1 trading arrangement” or a “non-Rule 10b5-1 trading arrangement” (each as defined in Item 408(a) and (c), respectively, of Regulation S-K).

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Item 6. Exhibits

<u>Exhibit Number</u>	<u>Exhibit Description</u>
2.1	Joint Plan of Reorganization of Trustee and Studios under Chapter 11 of the Bankruptcy Code, dated August 28, 2020, incorporated by reference to Exhibit 1.2 of the Company's Form 1-U filed on September 15, 2020
3.1	Amended and Restated Certificate of Incorporation of Angel Studios, Inc., as amended on October 5, 2021, incorporated by reference to Exhibit 3.1 of the Company's Form 1-U filed on October 6, 2021
3.2	Amended and Restated Bylaws of Angel Studios, Inc., as amended on October 5, 2021, incorporated by reference to Exhibit 3.2 of the Company's Form 1-U filed on October 6, 2021
4.1	Investor Rights and Voting Agreement between Angel Studios, Inc. and certain investors, dated February 27, 2014, incorporated by reference to Exhibit 3.1 of the Company's Form 1-A filed on September 22, 2016
4.2	Amended and Restated Class B Stockholders Agreement between Angel Studios, Inc. and its Class B Common Stockholders, dated August 18, 2021, incorporated by reference to Exhibit 3.1 of the Company's Form 1-U filed on August 18, 2021
10.1	Settlement Agreement, dated August 26, 2020, incorporated by reference to Exhibit 1.3 of the Company's Form 1-U filed on September 15, 2020
10.2	Asset Purchase Agreement between Angel Studios, Inc., Skip TV Holdings, LLC and VidAngel Entertainment, LLC, dated March 1, 2021, incorporated by reference to Exhibit 1.1 of the Company's Form 1-U filed on March 5, 2021
10.3	Promotion and Marketing Services Agreement between Angel Studios, Inc. and Harmon Brothers, LLC, dated July 23, 2021, incorporated by reference to Exhibit 6.1 of the Company's Form 1-K filed on May 2, 2022
10.4	Content License Agreement between Angel Studios, Inc. and The Chosen, LLC, dated October 18, 2022, incorporated by reference to Exhibit 3.1 of the Company's Form 1-U filed on October 25, 2022
10.5	Promissory Note and Security Agreement between Angel Studios, Inc. and VidAngel Entertainment, LLC, dated March 1, 2021, incorporated by reference to Exhibit 6.6 of the Company's Form 1-K filed on April 28, 2023
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002.
101	The following information from the Company's quarterly report on Form 10-Q for the quarter ended June 30, 2024, formatted in iXBRL (inline eXtensible Business Reporting Language): (i) Balance Sheets; (ii) Statements of Operations; (iii) Statement of Stockholders' Equity; (iv) Statements of Cash Flows; (v) notes to combined consolidated financial statements.
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ANGEL STUDIOS, INC.

DATE: August 14, 2024

/s/ Neal Harmon

Neal Harmon
Chief Executive Officer
(Principal Executive Officer)

DATE: August 14, 2024

/s/ Patrick Reilly

Patrick Reilly
Chief Financial Officer and Treasurer
(Principal Financial Officer, Principal Accounting Officer)

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

I, Neal Harmon, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Angel Studios, Inc.;
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;
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;
4. The registrant'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:
 - 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;
 - 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;
 - c. Evaluated the effectiveness of the registrant'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 based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - 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 registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 14, 2024

/s/ Neal Harmon

Neal Harmon
Chief Executive Officer
(Principal Executive Officer)



CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

I, Patrick Reilly, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Angel Studios, Inc.;
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;
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;
4. The registrant'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:
 - 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;
 - 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;
 - c. Evaluated the effectiveness of the registrant'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 based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - 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 registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 14, 2024

/s/ Patrick Reilly

Patrick Reilly
Chief Financial Officer

(Principal Financial Officer)

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED
PURSUANT TO SECTION 906 OF THE
SARBANES-OXLEY ACT OF 2002**

Pursuant to 18 U.S.C. § 1350, as created by Section § 906 of the Sarbanes-Oxley Act of 2002, the undersigned officers of Angel Studios, Inc. (the “Company”) hereby certify, to such officers’ knowledge, that:

- (i) The accompanying Quarterly Report on Form 10-Q for the period ended June 30, 2024 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (ii) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

August 14, 2024

/s/ Neal Harmon

Neal Harmon
Chief Executive Officer
(Principal Executive Officer)

August 14, 2024

/s/ Patrick Reilly

Patrick Reilly
Chief Financial Officer
(Principal Financial Officer)

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.

The foregoing certification is being furnished as an exhibit to the Report pursuant to Item 601(b)(32) of Regulation S-K and Section 906 of the Sarbanes-Oxley Act of 2002 and, accordingly, is not being filed with the Securities and Exchange Commission as part of the Report and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933 or the Securities Exchange Act of 1934 (whether made before or after the date of the Report, irrespective of any general incorporation language contained in such filing).

**Document and Entity
Information - shares**

**6 Months Ended
Jun. 30, 2024**

Jul. 29, 2024

Document Information

<u>Document Type</u>	10-Q
<u>Document Quarterly Report</u>	true
<u>Document Transition Report</u>	false
<u>Document Period End Date</u>	Jun. 30, 2024
<u>Entity File Number</u>	000-56642
<u>Entity Registrant Name</u>	ANGEL STUDIOS, INC.
<u>Entity Incorporation, State or Country Code</u>	DE
<u>Entity Tax Identification Number</u>	46-5217451
<u>Entity Address State Or Province</u>	UT
<u>Entity Address, Address Line One</u>	295 W Center St
<u>Entity Address, City or Town</u>	Provo
<u>Entity Address, Postal Zip Code</u>	84601
<u>City Area Code</u>	760
<u>Local Phone Number</u>	933-8437
<u>Entity Current Reporting Status</u>	No
<u>Entity Interactive Data Current</u>	Yes
<u>Entity Filer Category</u>	Non-accelerated Filer
<u>Entity Small Business</u>	false
<u>Entity Emerging Growth Company</u>	true
<u>Entity Ex Transition Period</u>	false
<u>Entity Shell Company</u>	false
<u>Entity Central Index Key</u>	0001671941
<u>Current Fiscal Year End Date</u>	--12-31
<u>Document Fiscal Year Focus</u>	2024
<u>Document Fiscal Period Focus</u>	Q2
<u>Amendment Flag</u>	false

Class A Common Stock

Document Information

<u>Entity Common Stock, Shares Outstanding</u>	10,939,165
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Class B Common Stock

Document Information

<u>Title of 12(g) Security</u>	Class B Common Stock, \$0.001 par value
<u>No Trading Symbol Flag</u>	true
<u>Entity Common Stock, Shares Outstanding</u>	3,346,358

Class C Common Stock

Document Information

<u>Title of 12(g) Security</u>	Class C Common Stock, \$0.001 par value
<u>Entity Common Stock, Shares Outstanding</u>	1,887,297

Class F Common Stock

Document Information

Entity Common Stock, Shares Outstanding

9,740,353

**CONDENSED
CONSOLIDATED
BALANCE SHEETS
(Unaudited) - USD (\$)**

	Jun. 30, 2024	Dec. 31, 2023
<u>Current assets:</u>		
<u>Cash and cash equivalents</u>	\$ 4,386,163	\$ 25,201,425
<u>Accounts receivable, net</u>	7,601,364	24,140,903
<u>Current portion of long-term licensing receivables, net</u>	10,970,223	7,851,505
<u>Physical media inventory</u>	3,123,213	2,843,681
<u>Current portion of notes receivable</u>	501,125	707,508
<u>Prepaid expenses and other</u>	5,307,271	4,316,577
<u>Total current assets</u>	31,889,359	65,061,599
<u>Long-term licensing receivables, net</u>	14,022,553	11,279,260
<u>Property and equipment, net</u>	4,372,004	4,502,079
<u>Notes receivable, net of current portion</u>	1,062,114	1,212,056
<u>Content, net</u>	1,614,127	1,389,588
<u>Intangibles, net</u>	1,950,715	1,987,190
<u>Digital assets</u>	2,778,537	2,961,790
<u>Investments in affiliates</u>	4,502,586	4,503,153
<u>Operating lease right-of-use assets</u>	3,079,978	1,286,237
<u>Other long-term assets</u>	8,493,311	4,075,243
<u>Total assets</u>	73,765,284	98,258,195
<u>Current liabilities:</u>		
<u>Accounts payable</u>	2,028,651	3,169,248
<u>Accrued expenses</u>	9,520,353	6,297,230
<u>Current portion of accrued licensing royalties</u>	21,795,345	25,958,085
<u>Notes payable</u>	3,542,680	4,160,277
<u>Current portion of operating lease liabilities</u>	635,379	364,633
<u>Deferred revenue</u>	7,689,479	3,920,648
<u>Current portion of accrued settlement costs</u>	266,735	253,882
<u>Total current liabilities</u>	45,478,622	44,124,003
<u>Accrued settlement costs, net of current portion</u>	4,235,312	4,371,972
<u>Accrued licensing royalties, long-term</u>	9,370,043	9,125,409
<u>Operating lease liabilities, net of current portion</u>	2,502,299	961,151
<u>Total liabilities</u>	61,586,276	58,582,535
<u>Commitments and contingencies</u>		
<u>Stockholders' equity:</u>		
<u>Common stock, \$0.001 par value, 85,000,000 shares authorized; 25,667,960 and 24,991,300 shares issued and outstanding, respectively</u>	25,668	24,991
<u>Additional paid-in capital</u>	59,750,371	49,875,530
<u>Noncontrolling interests</u>	(194,880)	(151,670)
<u>Accumulated deficit</u>	(47,402,151)	(10,073,191)
<u>Total stockholders' equity</u>	12,179,008	39,675,660

Total liabilities and stockholders' equity

\$ 73,765,284 \$ 98,258,195

**CONDENSED
CONSOLIDATED
BALANCE SHEETS**
(Unaudited) (Parenthetical) -
\$ / shares

Jun. 30, 2024 Dec. 31, 2023

CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)

<u>Common stock, par value</u>	\$ 0.001	\$ 0.001
<u>Common stock, shares authorized</u>	85,000,000	85,000,000
<u>Common stock, shares issued</u>	25,667,960	24,991,300
<u>Common stock, shares outstanding</u>	25,667,960	24,991,300

**CONDENSED
CONSOLIDATED
STATEMENTS OF
OPERATIONS (Unaudited)
- USD (\$)**

3 Months Ended

6 Months Ended

Jun. 30, 2024 Jun. 30, 2023 Jun. 30, 2024 Jun. 30, 2023

Revenue:

Total revenue \$ 16,506,426 \$ 19,579,708 \$ 45,364,632 \$ 39,468,441

Operating expenses:

Cost of revenues 9,580,358 8,757,626 23,231,209 18,400,640

Selling and marketing 16,535,366 16,277,624 38,291,678 21,915,396

General and administrative 4,670,798 3,405,638 9,913,236 7,094,067

Research and development 3,668,698 3,208,584 8,033,936 6,278,432

Legal expense 5,280,402 370,174 8,709,589 464,043

Net gain on digital assets (732,410) (732,410)

Total operating expenses 39,003,212 32,019,646 87,447,238 54,152,578

Operating loss (22,496,786) (12,439,938) (42,082,606) (14,684,137)

Other income (expense):

Interest expense (945,279) (217,590) (1,517,070) (335,188)

Interest income 936,241 328,477 1,826,501 490,481

Total other income (expense), net (9,038) 110,887 309,431 155,293

Loss before income tax benefit (22,505,824) (12,329,051) (41,773,175) (14,528,844)

Income tax benefit (4,403,068)

Net loss (22,505,824) (12,329,051) (37,370,107) (14,528,844)

Net loss attributable to noncontrolling interests (23,011) (44,330) (43,210) (44,330)

Net loss attributable to controlling interests \$ (22,482,813) \$ (12,284,721) \$ (37,326,897) \$ (14,484,514)

Net loss per common share - basic \$ (0.889) \$ (0.495) \$ (1.485) \$ (0.587)

Net loss per common share - diluted \$ (0.889) \$ (0.495) \$ (1.485) \$ (0.587)

Weighted average common shares outstanding - basic 25,276,878 24,824,083 25,138,698 24,672,693

Weighted average common shares outstanding - diluted 25,276,878 24,824,083 25,138,698 24,672,693

Licensed content and other revenue

Revenue:

Total revenue \$ 15,306,128 \$ 10,288,687 \$ 40,576,400 \$ 16,376,545

Pay it Forward revenue

Revenue:

Total revenue \$ 1,200,298 \$ 9,291,021 \$ 4,788,232 \$ 23,091,896

**CONDENSED
CONSOLIDATED
STATEMENTS OF
STOCKHOLDERS
EQUITY (Unaudited) - USD
(\$)**

	Common Stock Class A	Common Stock Class B	Common Stock Class C	Common Stock Class F	Additional Paid-In Capital	Accumulated Deficit	Noncontrolling Interests	Total
Balance as of beginning at Dec. 31, 2022	\$ 10,959	\$ 3,349	\$ 52	\$ 9,912	\$ 41,215,939	\$ (19,239,049)		\$ 22,001,162
Balance as of beginning (in units) at Dec. 31, 2022	10,959,165	3,348,988	52,056	9,912,072				
Balance as of ending (in units) at Jun. 30, 2023	10,959,165	3,348,988	580,970	9,935,006				
Stock options exercised				\$ 24	15,651			15,675
Stock options exercised (in units)				22,934				
Issuance of Common Stock			\$ 529		7,499,471			7,500,000
Issuance of Common Stock (in units)			528,914					
Stock-based compensation expense					415,613			415,613
Net loss						(14,484,514)	\$ (44,330)	(14,528,844)
Balance as of ending at Jun. 30, 2023	\$ 10,959	\$ 3,349	\$ 581	\$ 9,936	49,146,674	(33,723,563)	(44,330)	15,403,606
Balance as of beginning at Mar. 31, 2023	\$ 10,959	\$ 3,349	\$ 581	\$ 9,935	48,916,547	(21,438,842)		27,502,529
Balance as of beginning (in units) at Mar. 31, 2023	10,959,165	3,348,988	580,970	9,934,659				
Balance as of ending (in units) at Jun. 30, 2023	10,959,165	3,348,988	580,970	9,935,006				
Stock options exercised				\$ 1	3,856			3,857
Stock options exercised (in units)				347				
Stock-based compensation expense					226,271			226,271
Net loss						(12,284,721)	(44,330)	(12,329,051)
Balance as of ending at Jun. 30, 2023	\$ 10,959	\$ 3,349	\$ 581	\$ 9,936	49,146,674	(33,723,563)	(44,330)	15,403,606
Balance as of beginning at Dec. 31, 2023	\$ 10,939	\$ 3,346	\$ 899	\$ 9,807	49,875,530	(10,073,191)	(151,670)	\$ 39,675,660
Balance as of beginning (in units) at Dec. 31, 2023	10,939,165	3,346,358	898,316	9,807,461				24,991,300
Balance as of ending (in units) at Jun. 30, 2024	10,939,165	3,346,358	1,681,423	9,701,014				25,667,960
Stock options exercised				\$ 103	224,064			\$ 224,167
Stock options exercised (in units)				102,889				
Issuance of Common Stock			\$ 582		8,249,389			8,249,971
Issuance of Common Stock (in units)			581,803					
Transfer of Common Stock			\$ 201	\$ (201)				
Transfer of Common Stock (in units)			201,304	(201,304)				

Repurchase of Common Stock					\$ (8)	(113,886)			(113,894)
Repurchase of Common Stock (in units)					(8,032)				
Stock-based compensation expense						1,515,274			1,515,274
Cumulative translation adjustment							(2,063)		(2,063)
Net loss							(37,326,897)	(43,210)	(37,370,107)
Balance as of ending at Jun. 30, 2024	\$ 10,939	\$ 3,346	\$ 1,682	\$ 9,701	\$ 59,750,371	(47,402,151)	(194,880)		12,179,008
Balance as of beginning at Mar. 31, 2024	\$ 10,939	\$ 3,346	\$ 1,085	\$ 9,636	\$ 50,908,243	(24,919,100)	(171,869)		\$ 25,842,280
Balance as of beginning (in units) at Mar. 31, 2024	10,939,165	3,346,358	1,084,484	9,636,279					
Balance as of ending (in units) at Jun. 30, 2024	10,939,165	3,346,358	1,681,423	9,701,014					25,667,960
Stock options exercised					\$ 84	152,388			\$ 152,472
Stock options exercised (in units)					84,283				
Issuance of Common Stock			\$ 582			8,249,389			8,249,971
Issuance of Common Stock (in units)			581,803						
Transfer of Common Stock			\$ 15	\$ (15)					
Transfer of Common Stock (in units)			15,136	(15,136)					
Repurchase of Common Stock					\$ (4)	(62,558)			(62,562)
Repurchase of Common Stock (in units)					(4,412)				
Stock-based compensation expense						502,909			502,909
Cumulative translation adjustment							(238)		(238)
Net loss							(22,482,813)	(23,011)	(22,505,824)
Balance as of ending at Jun. 30, 2024	\$ 10,939	\$ 3,346	\$ 1,682	\$ 9,701	\$ 59,750,371	(47,402,151)	(194,880)		\$ 12,179,008

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited) - USD (\$)	3 Months Ended		6 Months Ended		12 Months Ended
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023	Dec. 31, 2023
<u>Cash flows from operating activities:</u>					
<u>Net loss</u>	\$	\$	\$	\$	
	(22,505,824)	(12,329,051)	(37,370,107)	(14,528,844)	
<u>Adjustments to reconcile net loss to net cash and cash equivalents used in operating activities:</u>					
<u>Depreciation and amortization</u>			524,206	406,063	
<u>Amortization of operating lease assets</u>			343,521	329,555	
<u>Stock-based compensation expense</u>			1,515,274	415,613	
<u>Net gain on digital assets</u>	(732,410)		(732,410)		
<u>Investments in affiliates gain</u>			(38,891)	(56,713)	
<u>Non-cash interest expense</u>				12,031	
<u>Change in deferred income taxes</u>			(4,403,068)		
<u>Change in operating assets and liabilities:</u>					
<u>Accounts receivable</u>			16,539,539	4,293,807	
<u>Physical media inventory</u>			(279,532)	(2,448,487)	
<u>Prepaid expenses and other current assets</u>			(990,694)	(2,852,707)	
<u>Certificate of deposit</u>				154,187	
<u>Licensing receivables</u>			(5,862,011)		
<u>Content</u>			(317,747)	(208,642)	
<u>Other long-term assets</u>			(15,000)		
<u>Accounts payable and accrued expenses</u>			2,082,526	3,370,546	
<u>Accrued licensing royalties</u>			(3,918,106)	(338,706)	
<u>Operating lease liabilities</u>			(325,368)	(321,559)	
<u>Deferred revenue</u>			3,768,831	1,773,493	
<u>Net cash and cash equivalents used in operating activities</u>			(29,479,037)	(10,000,363)	
<u>Cash flows from investing activities:</u>					
<u>Purchases of property and equipment</u>			(244,581)	(39,356)	
<u>Issuance of note receivable</u>			(1,352,311)	(1,667,213)	
<u>Collections of note receivable</u>			1,688,769	2,750,116	
<u>Purchase of digital assets</u>			(48,515)	(31,778)	
<u>Sale of digital assets</u>			964,178		
<u>Investments in affiliates</u>			39,458	(417,863)	
<u>Net cash and cash equivalents provided by investing activities</u>			1,046,998	593,906	
<u>Cash flows from financing activities:</u>					
<u>Repayment of notes payable</u>			(15,784,423)	(2,000,000)	
<u>Receipt of notes payable</u>			15,043,019	10,406,204	

<u>Repayment of accrued settlement costs</u>				(112,163)
<u>Exercise of stock options</u>		224,167		15,675
<u>Issuance of common stock</u>		8,249,971	7,500,000	\$ 7,500,000
<u>Repurchase of common stock</u>		(113,894)		
<u>Debt financing fees</u>				(293,443)
<u>Net cash and cash equivalents provided by financing activities</u>		7,618,840	15,516,273	
<u>Effect of changes in foreign currency exchange rates on cash and cash equivalents</u>		(2,063)		
<u>Net increase (decrease) in cash and cash equivalents</u>		(20,815,262)	6,109,816	
<u>Cash and cash equivalents at beginning of period</u>		25,201,425	10,721,628	10,721,628
<u>Cash and cash equivalents at end of period</u>	\$ 4,386,163	\$ 16,831,444	4,386,163	\$ 16,831,444
<u>Supplemental disclosure of cash flow information:</u>				
<u>Cash paid for interest</u>		949,124	\$ 216,936	
<u>Supplemental schedule of noncash financing activities</u>				
<u>Operating lease right-of-use assets and liabilities</u>		\$ 2,137,262		

**Description of Organization
and Summary of Significant
Accounting Policies**

6 Months Ended

Jun. 30, 2024

**Description of Organization
and Summary of Significant
Accounting Policies**

**Description of Organization
and Summary of Significant
Accounting Policies**

1. Description of Organization and Summary of Significant Accounting Policies

Organization

The Company comprises Angel Studios, Inc. and its wholly owned subsidiaries Dry Bar Comedy, LLC (a Utah limited liability company organized on January 20, 2017), Angel Studios Licensing, LLC, (a Utah limited liability company organized on September 15, 2020), Angel Studios Production, LLC (a Utah limited liability company organized on July 6, 2021), Angel Studios OF I, LLC, (a Utah limited liability company organized on July 14, 2021), Angel Studios 001, Inc. (a Delaware Corporation organized on November 1, 2023), Angel Studios BHC, S.A., DE C.V. (an El Salvadoran public limited company organized on July 26, 2023), Angel Studios Licensing B.V., (a Netherlands private limited company organized on September 13, 2023), Angel Studios Distribution Limited (a United Kingdom limited company organized on September 13, 2023), Angel Acceleration Fund Management, LLC (a Delaware limited liability company organized on July 15, 2022), and Angel Acceleration Fund GP, LLC (a Delaware limited liability company organized on June 17, 2022) (collectively, the “Company”). Angel Studios, Inc. was originally organized as a Utah limited liability company on November 13, 2013. On February 7, 2014, the entity converted to a Delaware corporation. The Company’s mission is to share stories with the world that amplify light. This is done by aligning the Company’s interests with those of the creators and the audience and utilizing the wisdom of crowds to help guide decisions on the content that gets created.

Basis of Presentation

The condensed consolidated financial statements include the accounts of the Company. All significant intercompany balances and transactions have been eliminated in consolidation.

The unaudited condensed consolidated financial statements have been prepared in accordance with United States (“U.S.”) generally accepted accounting principles (“GAAP”) for interim financial information. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of the Company’s management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation have been reflected in these unaudited condensed consolidated financial statements. Operating results for the three and six months ended June 30, 2024 are not necessarily indicative of the results that may be expected for the fiscal year ending December 31, 2024. The balance sheet at December 31, 2023 has been derived from the audited financial statements at that date, but does not include all the information and footnotes required by U.S. GAAP for complete financial statements. The accompanying unaudited condensed consolidated financial statements should be read together with the annual audited consolidated financial statements and related notes for the fiscal year ended December 31, 2023 included in the Company’s Registration Statement on Form 10 filed with the Securities and Exchange Commission on May 13, 2024 (as amended, the “Registration Statement”).

As comprehensive income equals net income, separate statements of comprehensive income were not included in the accompanying condensed consolidated financial statements.

Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect reported amounts and disclosures. Accordingly, actual results could differ from those estimates. Estimates are based on historical experience and on various other assumptions that the Company believes to be reasonable under

the circumstances. Regularly, the Company evaluates the assumptions, judgments, and estimates. Actual results may differ from these estimates.

Digital Assets

In 2021, the Company saw a need to further diversify and maximize returns on cash balances that are not required to maintain adequate operating liquidity. As such, the Company implemented a policy that would allow for the investment of a portion of its cash in certain specified alternative reserve assets. Thereafter, the Company invested an aggregate of approximately \$10,600,000 in Bitcoin (digital assets) under this policy as of December 31, 2021. The Company believes their Bitcoin holdings are highly liquid. However, digital assets may be subject to volatile market prices, which may be unfavorable at the time when the Company wants or needs to liquidate them. The Company will record an impairment of the digital asset during the reporting period if the fair value drops below the cost basis of the digital assets. An impairment of \$1,717 was recognized during the six months ended June 30, 2024.

The Company sold Bitcoin holdings with a total book value of \$230,051 for a net gain of \$734,127 during the second quarter of 2024.

Liquidity

The condensed consolidated financial statements have been prepared assuming the Company will continue to operate as a going concern within one year from the date of issuance of these financial statements. For the six months ended June 30, 2024, the Company incurred a net loss of approximately \$37,400,000 and used cash in operating activities of approximately \$29,500,000. The Company had an accumulated deficit of approximately \$47,400,000 as of June 30, 2024. A significant portion of the net loss for the six months ended June 30, 2024, was due to a one-time contractual commitment for marketing spend on a theatrical release and increased marketing expenses to grow Angel Guild subscriptions. Management does not anticipate the same level of marketing spend as a percentage of revenue for future theatrical releases. The distribution agreement with the Chosen, which has generated significant past revenues, was canceled during the quarter ended June 30, 2024. The Company could also be required to make payments as a result of unfavorable outcomes of litigation. Management anticipates that the Company will continue to incur operating losses and use cash in operating activities for the rest of 2024 and into 2025.

Management is working to increase revenues through the growth of Angel Guild subscriptions, the Company's pipeline of theatrical releases in the second half of 2024 and in 2025, and additional streaming agreements. The Company holds Bitcoin assets valued at approximately \$9,916,000 as of June 30, 2024. The Company finances marketing activities for theatrical releases through print and advertising loan agreements with individual and institutional investors. Additionally, the Company has raised capital through the sale of common stock, generating approximately \$7,500,000 during the year ended December 31, 2023, and approximately \$8,250,000 during the six months ended June 30, 2024. Management believes it will be able to fund operating capital shortfalls for the next year through the issuance of debt and common stock. While there is no assurance of success, management remains committed to its plans to grow revenues and manage expenses. If these efforts are not successful, or if securing debt and selling common stock on acceptable terms proves challenging, the Company would need to significantly cut back on operations, which could materially affect our financial condition and/or our ability to continue as a going concern.

Accounts Receivable

The Company records its accounts receivable at sales value less an allowance for doubtful accounts receivable. Management determines the allowance for doubtful accounts receivable in accordance with ASC 326 by segmenting the receivables portfolio and using historical experience, market conditions and account aging to determine an allowance for each segment.

Account balances are written off against the allowance when the potential for recovery is remote. Recoveries of receivables previously written off are recorded when payment is received. As of June 30, 2024, the allowance for doubtful accounts receivable was \$239,431. As of December 31, 2023, the Company's allowance for doubtful accounts receivable was \$273,333.

Physical Inventory

Physical inventory consists of Apparel, DVDs, Blu-rays, books, and other merchandise purchased for resale, related to content Angel Studios is distributing. Physical inventory is recorded at average cost. The Company periodically reviews the physical media inventory for excess supply, obsolescence, and valuations above estimated realization amounts, and provides a reserve to cover these items. Management determined that no reserve for physical media inventory was necessary as of June 30, 2024, and December 31, 2023.

Investments in Affiliates

Investments in affiliates represent the Company's investments in noncontrolling interests. The Company's investments where the Company has significant influence, but does not control, and joint ventures which are variable interest entities ("VIE") in which the Company is not the primary beneficiary, are recorded under the equity method of accounting in the accompanying condensed consolidated financial statements. The Company's investments where the Company has little or no influence and which the Company is not the primary beneficiary, are recorded under the cost method of accounting in the accompanying condensed consolidated financial statements.

Under the equity method, the Company's investment is stated at cost and adjusted for the Company's share of net earnings or losses and reduced by distributions. Equity in earnings is recognized based on the Company's ownership interest in the earnings of the VIE. Under the cost method, the Company's investment is stated at cost and will be reduced by any distributions received.

Notes Receivable

The Company enters into various notes receivables with filmmakers for marketing and other purposes. The Company records its notes receivable based on actual amounts loaned or paid for on behalf of the filmmaker. The Company also has a note receivable from the disposition of a business in 2021. The Company establishes specific reserves for those customer accounts identified with collection problems due to insolvency or other issues. The Company's notes receivable are considered past due when payment has not been received within 30 days of the due date. The amounts of the specific reserves are estimated by management based on various assumptions including the customer's financial position, age of the receivables, and changes in payment schedules and histories.

Notes receivable balances are charged off against the allowance for doubtful notes when the potential for recovery is remote. Recoveries of notes receivable previously charged off are recorded when payment is received. The allowance for doubtful notes receivable was \$0 as of June 30, 2024, and 2023.

Accrued Licensing Royalties

Accrued licensing royalties represent amounts owed by the Company to filmmakers based on the contractual terms agreed upon with the filmmaker. Estimates are made based on available information and historical experience, taking into consideration any known uncertainties. Where necessary, accruals are adjusted in subsequent periods to reflect changes in circumstances or estimates.

Revenue Recognition

The Company recognizes revenue when a customer obtains control of promised products or services. The amount of revenue recognized reflects the consideration that the Company expects to be entitled to receive in exchange for these products or services. The Company applies the following five steps: 1) Identify the contract with the customer; 2) Identify the performance obligations in the contract; 3) Determine the transaction price; 4) Allocate the transaction price to performance obligations in the contract; and 5) Recognize revenue when or as the Company satisfies a performance obligation. The following components represent the most significant portions of revenue being recognized:

Digital and Physical Media Revenue

The Company has partnered with creators to distribute the creators' licensed original content and related merchandise. Physical media represents apparel, DVDs, Blu-rays, books, and other intellectual property. Digital delivery represents streaming-based delivery of content via the Company's platforms. Revenue is recognized as products are delivered upon streaming, or upon shipment of physical media. Digital and physical media revenue is recognized at a point in time – when streamed digitally, or when physically shipped. Physical media revenue for the three months ended June 30, 2024, and 2023, was \$745,181 and \$3,808,032, respectively, and for the six months ended June 30, 2024, and 2023, was \$2,612,373 and \$7,186,561, respectively. Digital media revenue for the three months ended June 30, 2024, and 2023, was \$491,007 and \$144,082, respectively and for the six months ended June 30, 2024, and 2023, was \$1,083,284 and \$297,105, respectively.

Pay it Forward Revenue

Pay it Forward revenue consists of payments made from customers who want to keep the Company's content free to general users and help create future episodes and seasons of their favorite shows. Pay it Forward revenues are reported as Pay it Forward revenue in the condensed consolidated statements of operations in accordance with ASC Topic 958, Not-for-Profit Entities. Pay it Forward revenue (excluding theatrical Pay it Forward receipts) for the three months ended June 30, 2024, and 2023, was \$1,200,298 and \$9,291,021, respectively, and for the six months ended June 30, 2024, and 2023, was \$4,788,232 and \$23,091,896, respectively.

The Company also collects Pay it Forward payments for the Company's upcoming or current theatrical releases. These collections are used to offset the cost the Company incurs to purchase free or discounted tickets, ("ticket redemption expenses"), for people who may not have otherwise been able to watch the film. If total theatrical Pay it Forward payments are in excess of total ticket redemption expenses, the excess amount will initially be included on the Company's financial statements as deferred revenue. Deferred revenue will be recognized as Pay it Forward revenue during a reporting period if future ticket redemption expenses are expected to be less than the deferred revenue balance. During the three and six months ended June 30, 2024, and 2023, the Company recognized no Pay it Forward revenue specific to theatrical releases. As of June 30, 2024, and December 31, 2023, the Company had \$782,125 and \$850,225, respectively, of deferred revenue related to Pay it Forward specific to theatrical release. This is expected to be redeemed with free or discounted tickets or recognized as revenue during the next 12 months.

Angel Guild Revenue

The Angel Guild is a membership that gives certain benefits, such as early access to certain content or the ability to vote on future content, to paying members. Members have the option to pay either on a monthly or annual basis and payments for memberships are initially recorded as deferred revenue. Revenue is recognized on a straight-line basis over the subscription period. Angel Guild revenue for the three months ended June 30, 2024, and 2023, was \$7,576,999 and \$47,978, respectively and for the six months ended June 30, 2024, and 2023, was \$12,239,312 and \$47,978, respectively. As of June 30, 2024, and December 31, 2023, the Company had \$6,257,345 and \$2,382,251, respectively, of deferred revenue related to Angel Guild revenue. This is expected to be recognized as revenue during the next 12 months.

Theatrical Release Revenue

Prior to the digital release of licensed content, the Company might provide the option to release content as part of a theatrical release. Revenue from these events is recognized at a point in time – when the theatrical showing takes place. The Company will negotiate the terms of the theatrical distribution window (ranging from a few weeks to a few months), profit sharing percentage, and collection terms with the theater owners prior to the release. Theatrical release revenue fluctuates depending on the timing and scale of theatrical showings. Theatrical release revenue for the three months ended June 30, 2024, and 2023, was \$4,492,280 and \$4,596,313, respectively and for the six months ended June 30, 2024, and 2023, was \$12,876,923 and \$5,504,967, respectively.

Content Licensing

Our content licensing arrangements include fixed fee and minimum guarantee arrangements, and sales or usage based royalties. Our fixed fee or minimum guarantee licensing arrangements may,

in some cases, include multiple titles, multiple license periods (windows), rights to exploitation in different media, or rights to exploitation in multiple territories, which may be considered distinct performance obligations. When these performance obligations are considered distinct, the fixed fee or minimum guarantee in the arrangement is allocated to the title, window, media right or territory as applicable, based on estimates of relative standalone selling prices. The amounts related to each performance obligation (i.e., title, window, media or territory) are recognized when the content has been delivered, and the window for the exploitation right in that territory has begun, which is the point in time at which the customer is able to begin to use and benefit from the content.

Sales or usage based royalties represent amounts due to us based on the “sale” or “usage” of our content by the customer, and revenues are recognized at the later of when the subsequent sale or usage occurs, or the performance obligation to which some or all the sales or usage-based royalty has been allocated has been satisfied (or partially satisfied). Generally, when we license completed content (with standalone functionality, such as a movie, or television show), our performance obligation will be satisfied prior to the sale or usage. The actual amounts due to us under these arrangements are typically not reported to us until several months after the close of the reporting period. We record revenue under these arrangements for the amounts due and not yet reported to us based on estimates of the sales or usage of these customers and pursuant to the terms of the contracts. Such estimates are based on information from our customers, historical experience with similar titles in that market or territory, the performance of the title in other markets and/or available data in the industry. While we believe these estimates are reasonable estimates of the amounts due under these arrangements, such estimated amounts could differ from the actual amounts to be subsequently reported by the customer, which could be higher or lower than our estimates, and could result in an adjustment to revenues in future periods. Any adjustments booked during the June 30, 2024 and 2023 periods have been immaterial.

For certain multi-year licensing arrangements, payments may be due over a longer period. When the Company expects the period between fulfillment of its performance obligation and the receipt of payment to be greater than a year, a significant financing component is present. In these cases, such payments are discounted to present value based on a discount rate reflective of a separate financing transaction between the customer and the Company, at contract inception. The Company does not assess contracts with deferred payments for significant financing components if, at contract inception, the Company expects the period between fulfillment of the performance obligation and subsequent payment to be one year or less.

Content licensing arrangements can last between several months to up to 10 years. The typical period ranges around 3 years.

Content licensing revenue for the three months ended June 30, 2024, and 2023, was \$1,495,733 and \$1,552,075, respectively and for the six months ended June 30, 2024, and 2023, was \$10,968,469 and \$3,097,219, respectively. As of June 30, 2024, and December 31, 2023, the Company had \$0 and \$71,658, respectively, of deferred revenue related to content licensing.

Other Revenue

Other revenue consists of tickets to Dry Bar Comedy shows and other events, concession sales, general and administrative management fees, and in-app advertising. Other revenue is recognized when the services are performed or when the event takes place. Other revenue for the three months ended June 30, 2024, and 2023, was \$504,928 and \$140,207, respectively and for the six months ended June 30, 2024, and 2023, was \$796,039 and \$242,715, respectively.

Cost of Revenues

Cost of revenues represents the direct costs incurred by the Company in generating its revenue. These costs include expenses directly associated with the goods or services sold during the reporting period. Cost of revenues is recognized in the condensed consolidated statement of operations in the period in which the related revenue is recognized, following the matching principle.

Components of cost of revenues include licensing royalty expense, film delivery costs, hosting, merchandise costs, credit card fees, freight and shipping costs, and costs of services provided.

Stock-Based Compensation

Stock-based payments made to employees, including grants of employee stock options, are measured using a fair value-based method. The related expense is recorded in the statements of operations over the period of service.

Income Taxes

Income taxes are provided for the tax effects of transactions reported in the condensed consolidated financial statements and consist of taxes currently due plus deferred taxes related primarily to differences between the tax bases of assets and liabilities. The deferred taxes represent the future tax return consequences of those differences, which will either be taxable or deductible when the assets and liabilities are recovered or settled. Deferred income tax assets are reviewed periodically for recoverability, and valuation allowances are provided when it is more likely than not that some or all of the deferred income tax assets may not be realized.

The Company believes that it has appropriate support for the income tax positions taken and to be taken on its tax returns and that its accruals for tax liabilities are adequate for all open tax years based on an assessment of many factors including experience and interpretations of tax laws applied to the facts of each matter. The Company files income tax returns in the U.S. federal jurisdiction and certain state jurisdictions.

Basic and Diluted Earnings (Loss) Per Share

Basic earnings (loss) per share attributable to the Company is computed by dividing income (loss) attributable to the Company by the weighted-average number of shares outstanding during the period. Diluted earnings (loss) per share attributable to the Company gives effect to all dilutive potential shares that are outstanding during the period (if any) and excludes stock options that are anti-dilutive as a result of any net losses during the period.

Recent Accounting Pronouncements

In December 2023, the FASB issued ASU No. 2023-08, "Intangibles-Goodwill and Other-Crypto Assets (Subtopic 350-60): Accounting for and Disclosure of Crypto Assets." This standard provides accounting and disclosure guidance for crypto assets that meet the definition of an intangible asset and certain other criteria. In-scope assets are subsequently measured at fair value with changes recorded in the condensed consolidated statement of operations. The standard requires separate presentation of (1) in-scope crypto assets from other intangible assets and (2) changes in the fair value of those crypto assets. Disclosure of significant crypto asset holdings and an annual reconciliation of the beginning and ending balances of crypto assets are also required. This ASU becomes effective for annual periods beginning in 2025, including interim periods, with early adoption permitted. The Company is assessing the impact of this ASU and whether or not to early adopt this new standard.

Notes Payable

**6 Months Ended
Jun. 30, 2024**

[Notes Payable](#) [Notes Payable](#)

2. Notes Payable

In November 2022, the Company entered into a print and advertising (“P&A”) loan agreement where the Company could draw up to \$5,000,000 related to print and advertising expenses incurred during the theatrical release of specific content. The maturity date of the note was March 31, 2023, and was payable along with a 10% coupon on the aggregate amount drawn. The loan principal and all outstanding interest were paid in full in March 2023.

In June 2023, the Company closed on a round of crowdfunding for P&A expenses, in anticipation of the release of the Sound of Freedom film, in exchange for revenue participation rights of the film. The revenue participation rights allow each investor the right to receive an amount not to exceed 120% (initial investment plus a 20% return) of their crowdfunded amount. The investors have first priority on the cash receipts to the Company of the film and shall be paid in full before any other claims from the film are paid. The money raised was approximately \$5 million. The payback date was based on the timing of cash collections from the theatrical run of the film and was payable, directly to the investors. The \$5 million was recorded as notes payable and the 20% return was accrued over the term of the note and recorded as interest expense on the consolidated statements of operations. Issuance costs for this raise were approximately \$300,000, which was recorded as a note discount. As of December 31, 2023, the notes and interest had been repaid, and the note discount had been fully amortized.

During 2023, the Company entered into several additional rounds of P&A expense raises with institutional investors, in anticipation of the release of several different films, in exchange for revenue participation rights of the films. The revenue participation rights allow each institutional investor the right to receive an amount not to exceed 110% (initial investment plus a 10% return) of their invested amount. The institutional investors have first priority on the cash receipts to the Company of the particular film they invested in and shall be paid in full before any other claims from the film are paid. The money raised was approximately \$20,985,000 which was recorded as notes payable and the 10% return was accrued over the term of the notes and recorded as interest expense on the condensed consolidated statements of operations. The payback dates were based on the timing of cash collections from the various theatrical runs of the films. There were no issuance costs related to these raises. As of December 31, 2023, \$17,000,000 of the notes and \$1,700,000 in related interest had been repaid. All remaining principal and interest was paid back in the first quarter of 2024.

In February 2024, the Company entered into a revolving P&A loan agreement with a related-party. See Note 5 to the condensed consolidated financial statements included herein for further discussion.

In May 2024, the Company entered into P&A expense raises totaling \$3,000,000. The maturity date is dependent on the timing of cash collections from theatrical sales, licensing revenue, merchandise sales and other revenue. The principal balance is payable along with a 10% coupon on the total loans, and is expected to mature within the next year.

On May 7, 2024, the Company entered into a short-term loan agreement for \$500,000 with a 10% interest rate and maturity date of 100 days.

Commitments and Contingencies

6 Months Ended
Jun. 30, 2024

Commitments and Contingencies.

Commitments and Contingencies

3. Commitments and Contingencies

Litigation

The Company is involved in legal proceedings from time to time arising in the normal course of business. The Company has received, and may in the future continue to receive, claims from third parties.

Litigation is necessary to defend the Company. The results of any current or future complex litigation matters cannot be predicted with certainty, and regardless of the outcome, litigation can have an adverse impact because of defense and settlement costs, distraction of management and resources, and other factors. Additionally, these matters may change in the future as the litigation and factual discovery unfolds. Legal fees are expensed as incurred. Insurance recoveries associated with legal costs incurred are recorded when they are received.

The Company assesses whether there is a reasonable possibility that a loss, or additional losses beyond those already accrued, may be incurred (a Material Loss). If there is a reasonable possibility that a Material Loss may be incurred, the Company discloses an estimate or range of the amount of loss, either individually or in the aggregate, or discloses that an estimate of loss cannot be made. If a Material Loss occurs due to an unfavorable outcome in any legal matter, this may have an adverse effect on the condensed consolidated financial position, results of operations, and liquidity of the Company. The Company records a provision for each liability when determined to be probable, and the amount of the loss may be reasonably estimated. These provisions are reviewed annually and adjusted as additional information becomes available. The Company is involved in legal proceedings from time to time arising in the normal course of business. Management, after consultation with legal counsel, believes that the outcome of these proceedings will not have a material impact on the Company's condensed consolidated financial position, results from operations or liquidity. The actual amounts from the resolution of these matters could vary from management's estimate.

Common Stock

**6 Months Ended
Jun. 30, 2024**

[Common Stock](#) [Common Stock](#)

4. Common Stock

The Company has authorized capital stock consisting of 85,000,000 shares of common stock, par value \$0.001 per share, of which 27,500,000 shares have been designated as Class A Common Stock, 4,000,000 have been designated as Class B Common Stock, 38,000,000 have been designated as Class C Common Stock, and 15,500,000 have been designated as Class F Common Stock (collectively, the “Common Stock”).

Loss per Share

The following table represents the Company’s loss per share for the three and six months ending June 30:

	Three Months Ended		Six Months Ended	
	2024	2023	2024	2023
Numerator:				
Net loss attributable to controlling interests	\$(22,482,813)	\$(12,284,721)	\$(37,326,897)	\$(14,484,514)
Denominator:				
Weighted average basic shares outstanding	25,276,878	24,824,083	25,138,698	24,672,693
Effect of dilutive shares	—	—	—	—
Weighted average diluted shares	25,276,878	24,824,083	25,138,698	24,672,693
Basic loss per share	\$ (0.889)	\$ (0.495)	\$ (1.485)	\$ (0.587)
Diluted loss per share	\$ (0.889)	\$ (0.495)	\$ (1.485)	\$ (0.587)

Basic loss per share includes no dilution and is computed by dividing net income available to common stockholders by the weighted average common shares outstanding for the period. Diluted loss per share is calculated similarly to basic earnings per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the common shares were dilutive. All potential common shares were anti-dilutive as a result of the Company’s net losses during the period presented. If the Company had income during the periods presented, the number of dilutive shares should be 1,617,912 and 1,062,335 for the three months ended June 2024 and 2023, respectively, and 1,596,761 and 1,021,570 for the six months ended June 2024 and 2023, respectively.

Related-Party Transactions

**6 Months Ended
Jun. 30, 2024**

Related-Party Transactions

Related-Party Transactions

5. Related-Party Transactions

The Company has a marketing services contract with an entity owned by one or more of the Company's directors, officers, and stockholders. During the three months ended June 30, 2024, and 2023, the Company incurred expenses of \$81,915 and \$231,500, respectively, to the related party for marketing services. During the six months ended June 30, 2024, and 2023, the Company incurred expenses of \$303,370 and \$333,650, respectively, to the related party for marketing services.

In July 2021, the Company purchased a 50% interest in the entity that owns the building in which the Company leases its office space from. Lease payments made during the period of related party ownership were \$146,172 and \$104,700 for the three months ended June 30, 2024, and 2023, respectively, and \$252,506 and \$241,150 for the six months ended June 30, 2024, and 2023, respectively.

In July 2022, the Company purchased an 8% interest in an entity ("Tuttle Twins, LLC") that is partially owned by one or more of the Company's directors, officers, and stockholders. This entity produces content for the Company's platforms. The total purchase price was \$1,747,980. In 2023, the Company entered into negotiations to acquire this entity in full. While negotiations are ongoing, the Company agreed to fund the operations of the entity. The Company funded a total of \$900,000 in 2023. During the first six months of 2024, the Company funded an additional \$2,700,000 related to supporting operations of the entity which was expensed by the Company during 2024.

In February 2024, the Company entered into a revolving P&A loan agreement with Angel P&A, LLC, a Delaware limited liability company ("Angel P&A") that is 100% owned by one or more of the Company's directors, officers, and stockholders. Angel P&A was set up for the specific purpose of raising up to \$15,000,000 in P&A funds for the Company to use for upcoming theatrical releases, in exchange for revenue participation rights of the films. The revenue participation rights allow Angel P&A the right to receive an amount not to exceed 110% (initial investment plus a 10% return) of their invested amount. Angel P&A has priority on the cash receipts to the Company of the particular film they invested in and shall be paid in full before any other claims, with the exception of crowdfunding

P&A raised (if any) which would take first priority, from the film are paid. An initial draw of \$10,000,000 took place in March 2024 and was paid back in June 2024 along with the 10% return. Once Angel P&A receives the repayment on these notes, the interest portion will be distributed to the institutional investors and the original investment can either remain at Angel P&A for additional P&A loans needed by Company or be returned to the institutional investors until the Company has further need of the funds. The commitment period between Angel P&A and Company, and between Angel P&A and the investors, lasts through February 2027. Angel P&A has no employees and is not anticipated to incur any operating expenses. As of June 30, 2024, and December 31, 2023, \$0 and \$0, respectively, of notes payable and related interest was due to Angel P&A.

Subsequent Events

**6 Months Ended
Jun. 30, 2024**

Subsequent Events

Subsequent Events

6. Subsequent Events

Subsequent events have been evaluated through August 14, 2024, which is the date the condensed consolidated financial statements were available to be issued.

In July 2024, the Company sold an aggregate of 219,767 shares of its Class C Common Stock to various purchasers, including certain of its executive officers and directors. The price of the Class C Common Stock was \$14.18 per share.

In July 2024, the Company drew \$2,000,000 from the revolving P&A loan agreement with Angel P&A. The draw amount, along with a 10% coupon on the aggregate amount drawn, is repayable pursuant to a note with a maturity date in September 2024.

Pay vs Performance Disclosure - USD (\$)	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
<u>Pay vs Performance Disclosure</u>				
<u>Net Income (Loss)</u>	\$ (22,482,813)	\$ (12,284,721)	\$ (37,326,897)	\$ (14,484,514)

**Insider Trading
Arrangements**

**3 Months Ended
Jun. 30, 2024**

Trading Arrangements, by Individual

<u>Rule 10b5-1 Arrangement Adopted</u>	false
<u>Non-Rule 10b5-1 Arrangement Adopted</u>	false
<u>Rule 10b5-1 Arrangement Terminated</u>	false
<u>Non-Rule 10b5-1 Arrangement Terminated</u>	false

Description of Organization and Summary of Significant Accounting Policies (Policies)

Description of Organization and Summary of Significant Accounting Policies

Basis of Presentation

6 Months Ended

Jun. 30, 2024

Basis of Presentation

The condensed consolidated financial statements include the accounts of the Company. All significant intercompany balances and transactions have been eliminated in consolidation.

The unaudited condensed consolidated financial statements have been prepared in accordance with United States (“U.S.”) generally accepted accounting principles (“GAAP”) for interim financial information. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of the Company’s management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation have been reflected in these unaudited condensed consolidated financial statements. Operating results for the three and six months ended June 30, 2024 are not necessarily indicative of the results that may be expected for the fiscal year ending December 31, 2024. The balance sheet at December 31, 2023 has been derived from the audited financial statements at that date, but does not include all the information and footnotes required by U.S. GAAP for complete financial statements. The accompanying unaudited condensed consolidated financial statements should be read together with the annual audited consolidated financial statements and related notes for the fiscal year ended December 31, 2023 included in the Company’s Registration Statement on Form 10 filed with the Securities and Exchange Commission on May 13, 2024 (as amended, the “Registration Statement”).

As comprehensive income equals net income, separate statements of comprehensive income were not included in the accompanying condensed consolidated financial statements.

Use of Estimates

Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect reported amounts and disclosures. Accordingly, actual results could differ from those estimates. Estimates are based on historical experience and on various other assumptions that the Company believes to be reasonable under the circumstances. Regularly, the Company evaluates the assumptions, judgments, and estimates. Actual results may differ from these estimates.

Digital Assets

Digital Assets

In 2021, the Company saw a need to further diversify and maximize returns on cash balances that are not required to maintain adequate operating liquidity. As such, the Company implemented a policy that would allow for the investment of a portion of its cash in certain specified alternative reserve assets. Thereafter, the Company invested an aggregate of approximately \$10,600,000 in Bitcoin (digital assets) under this policy as of December 31, 2021. The Company believes their Bitcoin holdings are highly liquid. However, digital assets may be subject to volatile market prices, which may be unfavorable at the time when the Company wants or needs to liquidate them. The Company will record an impairment of the digital asset during the reporting period if the fair value drops below the cost basis of the digital assets. An impairment of \$1,717 was recognized during the six months ended June 30, 2024.

The Company sold Bitcoin holdings with a total book value of \$230,051 for a net gain of \$734,127 during the second quarter of 2024.

Liquidity

Liquidity

The condensed consolidated financial statements have been prepared assuming the Company will continue to operate as a going concern within one year from the date of issuance of these

financial statements. For the six months ended June 30, 2024, the Company incurred a net loss of approximately \$37,400,000 and used cash in operating activities of approximately \$29,500,000. The Company had an accumulated deficit of approximately \$47,400,000 as of June 30, 2024. A significant portion of the net loss for the six months ended June 30, 2024, was due to a one-time contractual commitment for marketing spend on a theatrical release and increased marketing expenses to grow Angel Guild subscriptions. Management does not anticipate the same level of marketing spend as a percentage of revenue for future theatrical releases. The distribution agreement with the Chosen, which has generated significant past revenues, was canceled during the quarter ended June 30, 2024. The Company could also be required to make payments as a result of unfavorable outcomes of litigation. Management anticipates that the Company will continue to incur operating losses and use cash in operating activities for the rest of 2024 and into 2025.

Management is working to increase revenues through the growth of Angel Guild subscriptions, the Company's pipeline of theatrical releases in the second half of 2024 and in 2025, and additional streaming agreements. The Company holds Bitcoin assets valued at approximately \$9,916,000 as of June 30, 2024. The Company finances marketing activities for theatrical releases through print and advertising loan agreements with individual and institutional investors. Additionally, the Company has raised capital through the sale of common stock, generating approximately \$7,500,000 during the year ended December 31, 2023, and approximately \$8,250,000 during the six months ended June 30, 2024. Management believes it will be able to fund operating capital shortfalls for the next year through the issuance of debt and common stock. While there is no assurance of success, management remains committed to its plans to grow revenues and manage expenses. If these efforts are not successful, or if securing debt and selling common stock on acceptable terms proves challenging, the Company would need to significantly cut back on operations, which could materially affect our financial condition and/or our ability to continue as a going concern.

Accounts Receivable

Accounts Receivable

The Company records its accounts receivable at sales value less an allowance for doubtful accounts receivable. Management determines the allowance for doubtful accounts receivable in accordance with ASC 326 by segmenting the receivables portfolio and using historical experience, market conditions and account aging to determine an allowance for each segment.

Account balances are written off against the allowance when the potential for recovery is remote. Recoveries of receivables previously written off are recorded when payment is received. As of June 30, 2024, the allowance for doubtful accounts receivable was \$239,431. As of December 31, 2023, the Company's allowance for doubtful accounts receivable was \$273,333.

Physical Inventory

Physical Inventory

Physical inventory consists of Apparel, DVDs, Blu-rays, books, and other merchandise purchased for resale, related to content Angel Studios is distributing. Physical inventory is recorded at average cost. The Company periodically reviews the physical media inventory for excess supply, obsolescence, and valuations above estimated realization amounts, and provides a reserve to cover these items. Management determined that no reserve for physical media inventory was necessary as of June 30, 2024, and December 31, 2023.

Investments in Affiliates

Investments in Affiliates

Investments in affiliates represent the Company's investments in noncontrolling interests. The Company's investments where the Company has significant influence, but does not control, and joint ventures which are variable interest entities ("VIE") in which the Company is not the primary beneficiary, are recorded under the equity method of accounting in the accompanying condensed consolidated financial statements. The Company's investments where the Company has little or no influence and which the Company is not the primary beneficiary, are recorded under the cost method of accounting in the accompanying condensed consolidated financial statements.

Under the equity method, the Company's investment is stated at cost and adjusted for the Company's share of net earnings or losses and reduced by distributions. Equity in earnings is

recognized based on the Company's ownership interest in the earnings of the VIE. Under the cost method, the Company's investment is stated at cost and will be reduced by any distributions received.

Notes Receivable

Notes Receivable

The Company enters into various notes receivables with filmmakers for marketing and other purposes. The Company records its notes receivable based on actual amounts loaned or paid for on behalf of the filmmaker. The Company also has a note receivable from the disposition of a business in 2021. The Company establishes specific reserves for those customer accounts identified with collection problems due to insolvency or other issues. The Company's notes receivable are considered past due when payment has not been received within 30 days of the due date. The amounts of the specific reserves are estimated by management based on various assumptions including the customer's financial position, age of the receivables, and changes in payment schedules and histories.

Notes receivable balances are charged off against the allowance for doubtful notes when the potential for recovery is remote. Recoveries of notes receivable previously charged off are recorded when payment is received. The allowance for doubtful notes receivable was \$0 as of June 30, 2024, and 2023.

Accrued Licensing Royalties

Accrued Licensing Royalties

Accrued licensing royalties represent amounts owed by the Company to filmmakers based on the contractual terms agreed upon with the filmmaker. Estimates are made based on available information and historical experience, taking into consideration any known uncertainties. Where necessary, accruals are adjusted in subsequent periods to reflect changes in circumstances or estimates.

Revenue Recognition

Revenue Recognition

The Company recognizes revenue when a customer obtains control of promised products or services. The amount of revenue recognized reflects the consideration that the Company expects to be entitled to receive in exchange for these products or services. The Company applies the following five steps: 1) Identify the contract with the customer; 2) Identify the performance obligations in the contract; 3) Determine the transaction price; 4) Allocate the transaction price to performance obligations in the contract; and 5) Recognize revenue when or as the Company satisfies a performance obligation. The following components represent the most significant portions of revenue being recognized:

Digital and Physical Media Revenue

The Company has partnered with creators to distribute the creators' licensed original content and related merchandise. Physical media represents apparel, DVDs, Blu-rays, books, and other intellectual property. Digital delivery represents streaming-based delivery of content via the Company's platforms. Revenue is recognized as products are delivered upon streaming, or upon shipment of physical media. Digital and physical media revenue is recognized at a point in time – when streamed digitally, or when physically shipped. Physical media revenue for the three months ended June 30, 2024, and 2023, was \$745,181 and \$3,808,032, respectively, and for the six months ended June 30, 2024, and 2023, was \$2,612,373 and \$7,186,561, respectively. Digital media revenue for the three months ended June 30, 2024, and 2023, was \$491,007 and \$144,082, respectively and for the six months ended June 30, 2024, and 2023, was \$1,083,284 and \$297,105, respectively.

Pay it Forward Revenue

Pay it Forward revenue consists of payments made from customers who want to keep the Company's content free to general users and help create future episodes and seasons of their favorite shows. Pay it Forward revenues are reported as Pay it Forward revenue in the condensed consolidated statements of operations in accordance with ASC Topic 958, Not-for-Profit Entities. Pay it Forward revenue (excluding theatrical Pay it Forward receipts) for the three months ended

June 30, 2024, and 2023, was \$1,200,298 and \$9,291,021, respectively, and for the six months ended June 30, 2024, and 2023, was \$4,788,232 and \$23,091,896, respectively.

The Company also collects Pay it Forward payments for the Company's upcoming or current theatrical releases. These collections are used to offset the cost the Company incurs to purchase free or discounted tickets, ("ticket redemption expenses"), for people who may not have otherwise been able to watch the film. If total theatrical Pay it Forward payments are in excess of total ticket redemption expenses, the excess amount will initially be included on the Company's financial statements as deferred revenue. Deferred revenue will be recognized as Pay it Forward revenue during a reporting period if future ticket redemption expenses are expected to be less than the deferred revenue balance. During the three and six months ended June 30, 2024, and 2023, the Company recognized no Pay it Forward revenue specific to theatrical releases. As of June 30, 2024, and December 31, 2023, the Company had \$782,125 and \$850,225, respectively, of deferred revenue related to Pay it Forward specific to theatrical release. This is expected to be redeemed with free or discounted tickets or recognized as revenue during the next 12 months.

Angel Guild Revenue

The Angel Guild is a membership that gives certain benefits, such as early access to certain content or the ability to vote on future content, to paying members. Members have the option to pay either on a monthly or annual basis and payments for memberships are initially recorded as deferred revenue. Revenue is recognized on a straight-line basis over the subscription period. Angel Guild revenue for the three months ended June 30, 2024, and 2023, was \$7,576,999 and \$47,978, respectively and for the six months ended June 30, 2024, and 2023, was \$12,239,312 and \$47,978, respectively. As of June 30, 2024, and December 31, 2023, the Company had \$6,257,345 and \$2,382,251, respectively, of deferred revenue related to Angel Guild revenue. This is expected to be recognized as revenue during the next 12 months.

Theatrical Release Revenue

Prior to the digital release of licensed content, the Company might provide the option to release content as part of a theatrical release. Revenue from these events is recognized at a point in time – when the theatrical showing takes place. The Company will negotiate the terms of the theatrical distribution window (ranging from a few weeks to a few months), profit sharing percentage, and collection terms with the theater owners prior to the release. Theatrical release revenue fluctuates depending on the timing and scale of theatrical showings. Theatrical release revenue for the three months ended June 30, 2024, and 2023, was \$4,492,280 and \$4,596,313, respectively and for the six months ended June 30, 2024, and 2023, was \$12,876,923 and \$5,504,967, respectively.

Content Licensing

Our content licensing arrangements include fixed fee and minimum guarantee arrangements, and sales or usage based royalties. Our fixed fee or minimum guarantee licensing arrangements may, in some cases, include multiple titles, multiple license periods (windows), rights to exploitation in different media, or rights to exploitation in multiple territories, which may be considered distinct performance obligations. When these performance obligations are considered distinct, the fixed fee or minimum guarantee in the arrangement is allocated to the title, window, media right or territory as applicable, based on estimates of relative standalone selling prices. The amounts related to each performance obligation (i.e., title, window, media or territory) are recognized when the content has been delivered, and the window for the exploitation right in that territory has begun, which is the point in time at which the customer is able to begin to use and benefit from the content.

Sales or usage based royalties represent amounts due to us based on the "sale" or "usage" of our content by the customer, and revenues are recognized at the later of when the subsequent sale or usage occurs, or the performance obligation to which some or all the sales or usage-based royalty has been allocated has been satisfied (or partially satisfied). Generally, when we license completed content (with standalone functionality, such as a movie, or television show), our performance obligation will be satisfied prior to the sale or usage. The actual amounts due to us under these arrangements are typically not reported to us until several months after the close of the reporting period. We record revenue under these arrangements for the amounts due and not yet reported to us based on estimates of the sales or usage of these customers and pursuant to the terms of

the contracts. Such estimates are based on information from our customers, historical experience with similar titles in that market or territory, the performance of the title in other markets and/or available data in the industry. While we believe these estimates are reasonable estimates of the amounts due under these arrangements, such estimated amounts could differ from the actual amounts to be subsequently reported by the customer, which could be higher or lower than our estimates, and could result in an adjustment to revenues in future periods. Any adjustments booked during the June 30, 2024 and 2023 periods have been immaterial.

For certain multi-year licensing arrangements, payments may be due over a longer period. When the Company expects the period between fulfillment of its performance obligation and the receipt of payment to be greater than a year, a significant financing component is present. In these cases, such payments are discounted to present value based on a discount rate reflective of a separate financing transaction between the customer and the Company, at contract inception. The Company does not assess contracts with deferred payments for significant financing components if, at contract inception, the Company expects the period between fulfillment of the performance obligation and subsequent payment to be one year or less.

Content licensing arrangements can last between several months to up to 10 years. The typical period ranges around 3 years.

Content licensing revenue for the three months ended June 30, 2024, and 2023, was \$1,495,733 and \$1,552,075, respectively and for the six months ended June 30, 2024, and 2023, was \$10,968,469 and \$3,097,219, respectively. As of June 30, 2024, and December 31, 2023, the Company had \$0 and \$71,658, respectively, of deferred revenue related to content licensing.

Other Revenue

Other revenue consists of tickets to Dry Bar Comedy shows and other events, concession sales, general and administrative management fees, and in-app advertising. Other revenue is recognized when the services are performed or when the event takes place. Other revenue for the three months ended June 30, 2024, and 2023, was \$504,928 and \$140,207, respectively and for the six months ended June 30, 2024, and 2023, was \$796,039 and \$242,715, respectively.

Cost of Revenues

Cost of Revenues

Cost of revenues represents the direct costs incurred by the Company in generating its revenue. These costs include expenses directly associated with the goods or services sold during the reporting period. Cost of revenues is recognized in the condensed consolidated statement of operations in the period in which the related revenue is recognized, following the matching principle.

Components of cost of revenues include licensing royalty expense, film delivery costs, hosting, merchandise costs, credit card fees, freight and shipping costs, and costs of services provided.

Stock-Based Compensation

Stock-Based Compensation

Stock-based payments made to employees, including grants of employee stock options, are measured using a fair value-based method. The related expense is recorded in the statements of operations over the period of service.

Income Taxes

Income Taxes

Income taxes are provided for the tax effects of transactions reported in the condensed consolidated financial statements and consist of taxes currently due plus deferred taxes related primarily to differences between the tax bases of assets and liabilities. The deferred taxes represent the future tax return consequences of those differences, which will either be taxable or deductible when the assets and liabilities are recovered or settled. Deferred income tax assets are reviewed periodically for recoverability, and valuation allowances are provided when it is more likely than not that some or all of the deferred income tax assets may not be realized.

The Company believes that it has appropriate support for the income tax positions taken and to be taken on its tax returns and that its accruals for tax liabilities are adequate for all open tax years based on an assessment of many factors including experience and interpretations of tax laws applied to the facts of each matter. The Company files income tax returns in the U.S. federal jurisdiction and certain state jurisdictions.

[Recent Accounting Pronouncements](#)

Recent Accounting Pronouncements

In December 2023, the FASB issued ASU No. 2023-08, “Intangibles-Goodwill and Other-Crypto Assets (Subtopic 350-60): Accounting for and Disclosure of Crypto Assets.” This standard provides accounting and disclosure guidance for crypto assets that meet the definition of an intangible asset and certain other criteria. In-scope assets are subsequently measured at fair value with changes recorded in the condensed consolidated statement of operations. The standard requires separate presentation of (1) in-scope crypto assets from other intangible assets and (2) changes in the fair value of those crypto assets. Disclosure of significant crypto asset holdings and an annual reconciliation of the beginning and ending balances of crypto assets are also required. This ASU becomes effective for annual periods beginning in 2025, including interim periods, with early adoption permitted. The Company is assessing the impact of this ASU and whether or not to early adopt this new standard.

Common Stock (Tables)

6 Months Ended Jun. 30, 2024

[Common Stock](#) [Schedule of loss per share](#)

The following table represents the Company's loss per share for the three and six months ending June 30:

	Three Months Ended		Six Months Ended	
	2024	2023	2024	2023
Numerator:				
Net loss attributable to controlling interests	\$(22,482,813)	\$(12,284,721)	\$(37,326,897)	\$(14,484,514)
Denominator:				
Weighted average basic shares outstanding	25,276,878	24,824,083	25,138,698	24,672,693
Effect of dilutive shares	—	—	—	—
Weighted average diluted shares	25,276,878	24,824,083	25,138,698	24,672,693
Basic loss per share	\$ (0.889)	\$ (0.495)	\$ (1.485)	\$ (0.587)
Diluted loss per share	\$ (0.889)	\$ (0.495)	\$ (1.485)	\$ (0.587)

Description of Organization and Summary of Significant Accounting Policies (Details) - USD (\$)	3 Months Ended Jun. 30, 2024	6 Months Ended Jun. 30, 2024	Dec. 31, 2023	Jun. 30, 2023	Dec. 31, 2021
<u>Description of Organization and Summary of Significant Accounting Policies</u>					
<u>Bitcoin (digital assets)</u>	\$ 9,916,000	\$ 9,916,000			\$ 10,600,000
<u>Allowance for doubtful accounts receivable</u>	239,431	239,431	\$ 273,333		
<u>Reserve for physical media inventory</u>	0	0	\$ 0		
<u>Impairment of intangible assets</u>		1,717			
<u>Total book value</u>	230,051				
<u>Net gain</u>	734,127				
<u>Allowance for doubtful notes receivable</u>	\$ 0	\$ 0		\$ 0	

Description of Organization and Summary of Significant Accounting Policies - Liquidity (Details) - USD (\$)	3 Months Ended		6 Months Ended		12 Months Ended	
	Jun. 30,	Jun. 30,	Jun. 30,	Jun. 30,	Dec. 31,	Dec. 31,
	2024	2023	2024	2023	2023	2021
<u>Description of Organization and Summary of Significant Accounting Policies</u>						
<u>Net loss</u>	\$ 22,505,824	\$ 12,329,051	\$ 37,370,107	\$ 14,528,844		
<u>Used cash in operating activity</u>			(29,479,037)	(10,000,363)		
<u>Accumulated deficit</u>	47,402,151		47,402,151		\$ 10,073,191	
<u>Digital assets</u>	\$ 9,916,000		9,916,000			\$ 10,600,000
<u>Sale of common stock</u>			\$ 8,249,971	\$ 7,500,000	\$ 7,500,000	

Description of Organization and Summary of Significant Accounting Policies - Revenue Recognition (Details) - USD (\$)	3 Months Ended		6 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023	Dec. 31, 2023
<u>Disaggregation of revenue</u>					
<u>Total revenue</u>	\$	\$	\$	\$	
	16,506,426	19,579,708	45,364,632	39,468,441	
<u>Deferred revenue</u>					\$
	7,689,479		7,689,479		3,920,648
<u>Digital Media Revenue</u>					
<u>Disaggregation of revenue</u>					
<u>Total revenue</u>	491,007	144,082	1,083,284	297,105	
<u>Physical Media Revenue</u>					
<u>Disaggregation of revenue</u>					
<u>Total revenue</u>	745,181	3,808,032	2,612,373	7,186,561	
<u>Pay it Forward revenue</u>					
<u>Disaggregation of revenue</u>					
<u>Total revenue</u>	\$	9,291,021	\$	23,091,896	
	1,200,298		4,788,232		
<u>Pay it Forward revenue Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date [Axis]: 2024-04-01</u>					
<u>Disaggregation of revenue</u>					
<u>Amount expected to be recognized as revenue</u>	12 months		12 months		
<u>Pay-it-forward revenue related to theatrical releases</u>					
<u>Disaggregation of revenue</u>					
<u>Total revenue</u>	\$ 0	0	\$ 0	0	
<u>Deferred revenue</u>	782,125		782,125		850,225
<u>Angel Guild Revenue</u>					
<u>Disaggregation of revenue</u>					
<u>Total revenue</u>	7,576,999	47,978	12,239,312	47,978	
<u>Deferred revenue</u>	\$		\$		2,382,251
	6,257,345		6,257,345		
<u>Angel Guild Revenue Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date [Axis]: 2024-04-01</u>					
<u>Disaggregation of revenue</u>					
<u>Amount expected to be recognized as revenue</u>	12 months		12 months		
<u>Theatrical Release Revenue</u>					
<u>Disaggregation of revenue</u>					
<u>Total revenue</u>	\$	4,596,313	\$	5,504,967	
	4,492,280		12,876,923		
<u>Content Licensing</u>					
<u>Disaggregation of revenue</u>					

<u>Total revenue</u>	1,495,733	1,552,075	10,968,469	3,097,219
<u>Deferred revenue</u>	0		\$ 0	\$ 71,658
<u>Term of agreements</u>			3 years	
<u>Content Licensing Maximum</u>				
<u>Disaggregation of revenue</u>				
<u>Term of agreements</u>			10 years	
<u>Other revenues</u>				
<u>Disaggregation of revenue</u>				
<u>Total revenue</u>	\$ 504,928	\$ 140,207	\$ 796,039	\$ 242,715

Notes Payable (Details) - USD (\$)	1 Months Ended		6 Months Ended		12 Months Ended	Mar. 31, 2023	Nov. 22, 2022
	May 07, 2024	May 31, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023		
Notes Payable							
<u>Coupon rate (in percent)</u>	10.00%						
<u>Receipt of notes payable</u>				\$	\$		
				15,043,019	10,406,204		
<u>Issuance costs</u>					293,443		
<u>Receipt of notes payable</u>				15,784,423	2,000,000		
<u>Notes payable</u>				\$		\$	
				3,542,680		4,160,277	
<u>Short-term loan agreement</u>	\$						
	500,000						
<u>Term of repayment</u>	100						
	days						
<u>Print and advertising loan agreement</u>							
Notes Payable							
<u>Maximum borrowing capacity</u>							\$
							5,000,000
<u>Coupon rate (in percent)</u>	10.00%					10.00%	
<u>Receipt of notes payable</u>	\$						
	3,000,000						
<u>Print and advertising expense raises with individual investor</u>							
Notes Payable							
<u>Maximum Revenue participation rights payable (in percent)</u>		120.00%					
<u>Rate of return on initial investment (in percent)</u>		20.00%					
<u>Receipt of notes payable</u>		\$					
		5,000,000					
<u>Issuance costs</u>		300,000					
<u>Notes payable</u>		\$		\$			
		5,000,000		5,000,000			
<u>P&A expense raises with institutional investors</u>							
Notes Payable							
<u>Maximum Revenue participation rights payable (in percent)</u>						110.00%	

<u>Rate of return on initial investment (in percent)</u>	10.00%
<u>Receipt of notes payable</u>	\$ 20,985,000
<u>Issuance costs</u>	0
<u>Receipt of notes payable</u>	17,000,000
<u>Repayment of interest</u>	\$ 1,700,000

Common Stock - Narratives (Details) - \$ / shares	3 Months Ended		6 Months Ended		Dec. 31, 2023
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023	
<u>Common Stock</u>					
<u>Authorized capital stock (in shares)</u>	85,000,000		85,000,000		85,000,000
<u>Common Stock, par value (in dollars per share)</u>	\$ 0.001		\$ 0.001		\$ 0.001
<u>Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount</u>	1,617,912	1,062,335	1,596,761	1,021,570	
<u>Class A</u>					
<u>Common Stock</u>					
<u>Authorized capital stock (in shares)</u>	27,500,000		27,500,000		
<u>Class B</u>					
<u>Common Stock</u>					
<u>Authorized capital stock (in shares)</u>	4,000,000		4,000,000		
<u>Class C</u>					
<u>Common Stock</u>					
<u>Authorized capital stock (in shares)</u>	38,000,000		38,000,000		
<u>Class F</u>					
<u>Common Stock</u>					
<u>Authorized capital stock (in shares)</u>	15,500,000		15,500,000		

**Common Stock - Schedule of
loss per share (Details) -
USD (\$)**

3 Months Ended **6 Months Ended**
Jun. 30, 2024 **Jun. 30, 2023** **Jun. 30, 2024** **Jun. 30, 2023**

Numerator:

Net loss attributable to controlling interests

\$	\$	\$	\$
(22,482,813)	(12,284,721)	(37,326,897)	(14,484,514)

Denominator:

Weighted average basic shares outstanding (in shares)

25,276,878	24,824,083	25,138,698	24,672,693
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Weighted average diluted shares (in shares)

25,276,878	24,824,083	25,138,698	24,672,693
------------	------------	------------	------------

Basic loss per share (in dollars per share)

\$ (0.889)	\$ (0.495)	\$ (1.485)	\$ (0.587)
------------	------------	------------	------------

Diluted loss per share (in dollars per share)

\$ (0.889)	\$ (0.495)	\$ (1.485)	\$ (0.587)
------------	------------	------------	------------

Related-Party Transactions (Details)	1 Months Ended		3 Months Ended		6 Months Ended		12 Months Ended		
	May 07, 2024	Feb. 29, 2024	Jul. 31, 2022	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023	Dec. 31, 2023	Jul. 31, 2021
	USD (\$)	USD (\$)	USD (\$)	employee	employee	employee	employee	employee	employee
Related-Party Transactions									
<u>Expenses for marketing services</u>					\$ 231,500				
<u>Receipt of notes payable</u>						\$ 15,043,019	\$ 10,406,204		
<u>Term of repayment</u>	100 days								
<u>Notes and interest payable</u>				\$ 3,542,680	\$ 3,542,680		\$ 4,160,277		
<u>Angel P&A</u>									
Related-Party Transactions									
<u>Number of employees employee</u>				0	0				
<u>Related party</u>									
Related-Party Transactions									
<u>Expenses for marketing services</u>				\$ 81,915	\$ 303,370	\$ 333,650			
<u>Ownership interest</u>									50.00%
<u>Lease payments</u>				146,172	\$ 104,700	\$ 252,506	\$ 241,150		
<u>Related party Tuttle Twins, LLC</u>									
Related-Party Transactions									
<u>Ownership interest</u>				8.00%					
<u>Purchase Price</u>				\$ 1,747,980					
<u>Capital funding to support operating expenses</u>				2,700,000			900,000		
<u>Related party Angel P&A</u>									
Related-Party Transactions									
<u>Ownership interest</u>				100.00%					
<u>Related party Angel P&A Revolving P&A loan agreement</u>									
Related-Party Transactions									
<u>Maximum borrowing capacity</u>	\$ 15,000,000								

<u>Maximum Revenue participation rights payable (in percent)</u>	110.00%			
<u>Rate of return on initial investment (in percent)</u>	10.00%		10.00%	
<u>Receipt of notes payable</u>			\$ 10,000,000	
<u>Notes and interest payable</u>		\$ 0	\$ 0	\$ 0

Subsequent Events (Details) - USD (\$)	1 Months Ended			
	Jul. 31, 2024	Jun. 30, 2024	May 07, 2024	Dec. 31, 2023
<u>Subsequent Events</u>				
<u>Common stock, shares issued</u>		25,667,960		24,991,300
<u>Coupon rate (in percent)</u>			10.00%	
<u>Subsequent Event Revolving P&A loan agreement Angel P&A</u>				
<u>Subsequent Events</u>				
<u>Amount drawn from loan agreement</u>	\$ 2,000,000			
<u>Coupon rate (in percent)</u>	10.00%			
<u>Subsequent Event Class C</u>				
<u>Subsequent Events</u>				
<u>Common stock, shares issued</u>	219,767			
<u>Price per common shares issued</u>	\$ 14.18			

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2. The second part of the document outlines the various methods and techniques used to collect and analyze data. It includes a detailed description of the experimental procedures and the statistical tools employed.

3. The third part of the document presents the results of the study, showing the trends and patterns observed in the data. It includes several tables and graphs to illustrate the findings.

4. The fourth part of the document discusses the implications of the results and the potential applications of the findings. It highlights the significance of the study and the need for further research in this area.

5. The fifth part of the document provides a conclusion and a summary of the key points discussed throughout the document. It also includes a list of references and a bibliography.

6. The sixth part of the document contains a list of appendices and supplementary materials, including raw data, additional tables, and figures.

7. The seventh part of the document is a glossary of terms and definitions, providing clarity on the terminology used throughout the document.

8. The eighth part of the document is a list of acknowledgments, thanking the individuals and organizations that provided support and assistance during the course of the study.

9. The ninth part of the document is a list of contact information for the authors and the research team, including email addresses and phone numbers.

10. The tenth part of the document is a list of the authors' affiliations and their current positions, providing context for the research and the authors' expertise.

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1. The first part of the document discusses the importance of maintaining accurate records of all transactions and activities. It emphasizes the need for transparency and accountability in financial reporting.

2. The second part of the document outlines the various methods used to collect and analyze data. It includes a detailed description of the sampling process and the statistical techniques employed to interpret the results.

3. The third part of the document presents the findings of the study. It highlights the key trends and patterns observed in the data, as well as the implications of these findings for the industry and the broader economy.

4. The fourth part of the document discusses the limitations of the study and the potential areas for future research. It acknowledges the challenges faced during the data collection process and offers suggestions for improving the accuracy and reliability of the results.

5. The fifth part of the document provides a conclusion and a summary of the main points discussed throughout the report. It reiterates the significance of the findings and the need for continued research in this area.

6. The sixth part of the document includes a list of references and a bibliography. It cites the various sources of information used in the study, including academic journals, books, and industry reports.

7. The seventh part of the document contains a list of appendices and supplementary materials. These include detailed data tables, charts, and graphs that provide further insight into the study's findings.

8. The eighth part of the document is a glossary of terms and definitions. It clarifies the meaning of key concepts and terminology used throughout the report, ensuring that the reader has a clear understanding of the subject matter.

9. The ninth part of the document is a list of acknowledgments. It expresses gratitude to the individuals and organizations that provided support and assistance during the course of the study.

10. The tenth part of the document is a list of footnotes and endnotes. It provides additional information and references related to the study, including corrections and clarifications.

1. The first part of the document discusses the importance of maintaining accurate records of all transactions. This is essential for ensuring the integrity of the financial data and for facilitating the audit process.

2. The second part of the document outlines the various methods used to collect and analyze data. These methods include direct observation, interviews, and the use of statistical models.

3. The third part of the document describes the results of the data collection and analysis. The findings indicate that there is a significant correlation between the variables studied.

4. The fourth part of the document discusses the implications of the findings for practice. It suggests that the results can be used to inform policy decisions and to improve the effectiveness of the program.

5. The fifth part of the document concludes the study and provides a summary of the key findings. It also identifies areas for further research and suggests ways to address the limitations of the study.

6. The sixth part of the document provides a list of references for the sources used in the study. These references include books, articles, and other scholarly works.

7. The seventh part of the document contains the appendices, which include additional data and information that supports the findings of the study.

8. The eighth part of the document provides a list of the authors and their affiliations. It also includes contact information for those who wish to request a copy of the document.

9. The ninth part of the document contains the acknowledgments, where the authors express their gratitude to the individuals and organizations that provided support and assistance during the course of the study.

10. The tenth part of the document is the final section, which includes the title page, the table of contents, and the list of figures and tables.

11. The eleventh part of the document is the index, which provides a comprehensive list of the topics and pages covered in the document.

12. The twelfth part of the document is the glossary, which defines the key terms and concepts used throughout the study.

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38. Final Thoughts
39. Closing Remarks
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Section 1: Introduction
Section 2: Methodology
Section 3: Results
Section 4: Discussion
Section 5: Conclusion

The purpose of this study is to investigate the impact of climate change on the global economy. The research is based on a comprehensive review of existing literature and data analysis.

The study is divided into five main sections. The first section provides an overview of the research objectives and the scope of the study. The second section details the methodology used for data collection and analysis.

The results of the study are presented in the third section, showing a clear correlation between climate change and economic growth. The fourth section discusses the implications of these findings for policy-making.

The final section concludes the study by summarizing the key findings and suggesting areas for further research. The study highlights the need for urgent action to mitigate the effects of climate change.

The data used in this study was collected from various international organizations and academic journals. The analysis was conducted using advanced statistical software to ensure accuracy and reliability.

The findings of this study are significant as they provide empirical evidence of the economic consequences of climate change. This information is crucial for governments and businesses alike.

The study also identifies several key challenges that must be addressed to reduce the impact of climate change. These include improving energy efficiency, transitioning to renewable energy sources, and implementing carbon pricing mechanisms.

Overall, the research demonstrates that climate change is not just an environmental issue but also a major economic concern. It calls for a coordinated global effort to address this pressing challenge.

The study is limited by the availability of data and the complexity of the climate system. Future research should aim to refine the models and expand the scope of the data.

In conclusion, the study provides a solid foundation for understanding the economic impact of climate change. It emphasizes the importance of proactive measures to prevent further economic damage.

The research is supported by the following organizations and individuals. Their contributions were instrumental in the successful completion of this study.

The authors would like to express their gratitude to the reviewers for their valuable comments and suggestions. Their insights helped improve the quality of the manuscript.

The study is based on the following references. These works provide a comprehensive overview of the current state of research on climate change and its economic implications.

The data used in this study is available in the public domain. It is intended to be used for research purposes and to inform policy-making. All rights reserved.

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The authors have no conflicts of interest to declare. The research was conducted independently and the results are presented honestly and objectively.

The study is a contribution to the field of climate economics. It provides new insights into the complex relationship between the environment and the economy.

The authors are grateful to the funding agencies for their support. Without their financial assistance, this research would not have been possible.

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1. The first part of the document discusses the importance of maintaining accurate records of all transactions and activities. It emphasizes the need for transparency and accountability in financial reporting.

2. The second part of the document outlines the various methods used to collect and analyze data. It includes a detailed description of the sampling process and the statistical techniques employed to ensure the reliability of the results.

3. The third part of the document presents the findings of the study. It shows that there is a significant correlation between the variables being studied, and that the results are consistent across different groups and time periods.

4. The fourth part of the document discusses the implications of the findings and offers suggestions for future research. It highlights the need for further investigation into the underlying causes of the observed trends and the potential impact of the findings on policy-making.

5. The fifth part of the document provides a conclusion and summarizes the key points of the study. It reiterates the importance of the research and the need for continued efforts to improve the quality of data collection and analysis.

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1. The first step is to identify the problem. This involves understanding the situation and what needs to be achieved. It is important to gather all relevant information and to define the goal clearly.

2. Once the problem is identified, the next step is to analyze it. This involves breaking down the problem into smaller, more manageable parts. It is important to identify the causes of the problem and to understand the constraints.

3. The third step is to generate possible solutions. This involves brainstorming ideas and coming up with different ways to solve the problem. It is important to think creatively and to consider all possible options.

4. The fourth step is to evaluate the solutions. This involves comparing the different solutions and determining which one is the best. It is important to consider the costs, benefits, and risks of each solution.

5. The fifth step is to implement the chosen solution. This involves putting the solution into practice and making sure that it is done correctly. It is important to monitor the progress and to be ready to make adjustments if needed.

6. The final step is to evaluate the results. This involves checking to see if the solution has worked and if the problem has been solved. It is important to reflect on the process and to learn from any mistakes.

Small text block containing a list of items or a table with multiple columns and rows, possibly a data dump or a list of identifiers.

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3. The third part of the document presents the findings of the study. It highlights the key trends and patterns observed in the data, along with the implications of these findings for the industry and the broader economy.

4. The fourth part of the document discusses the limitations of the study and the potential areas for future research. It acknowledges the challenges faced during the data collection process and offers suggestions for improving the methodology.

5. The fifth part of the document provides a conclusion and a summary of the main points. It reiterates the significance of the findings and the need for continued research in this area.

6. The sixth part of the document includes a list of references and a list of figures. The references cite the key sources used in the study, and the figures provide a visual representation of the data presented in the text.

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1. The first step is to identify the key components of the system. This involves understanding the hardware, software, and data involved. It is essential to have a clear understanding of the system's architecture and how the various components interact.

2. Next, it is important to define the requirements for the system. This includes identifying the functional requirements, performance requirements, and security requirements. These requirements will guide the design and implementation of the system.

3. The third step is to design the system. This involves creating a detailed design that specifies the architecture, components, and data flow. The design should be based on the requirements and should take into account the system's complexity and the need for scalability and flexibility.

4. Once the design is complete, the next step is to implement the system. This involves coding the system, testing it, and deploying it. It is important to test the system thoroughly to ensure that it meets the requirements and to identify any potential issues or bugs.

5. Finally, the system should be maintained and updated as needed. This involves monitoring the system's performance, identifying any issues, and implementing updates or patches to address them. Regular maintenance and updates are essential to ensure the system's long-term stability and security.

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