COSTAR TECHNOLOGIES, INC.
AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS
AND
INDEPENDENT ACCOUNTANTS' COMPILATION REPORT

MARCH 31, 2013

COSTAR TECHNOLOGIES, INC. AND SUBSIDIARIES

CONTENTS

Certified
Public
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INDEPENDENT ACCOUNTANTS' COMPILATION REPORT

To the Board of Directors and Stockholders of
Costar Technologies, Inc.

We have compiled the accompanying consolidated balance sheet of Costar Technologies, Inc. and Subsidiaries (collectively, the "Company") (formerly known as Sielox, Inc.) as of March 31, 2013, and the related consolidated statements of operations, comprehensive income (loss), changes in stockholders' equity, and cash flows for the three month periods ended March 31, 2013 and 2012. We have not audited or reviewed the accompanying consolidated financial statements and, accordingly, do not express an opinion or provide any assurance about whether the consolidated financial statements are in accordance with accounting principles generally accepted in the United States of America.

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America and for designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the consolidated financial statements.

Our responsibility is to conduct the compilation in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The objective of a compilation is to assist management in presenting financial information in the form of financial statements without undertaking to obtain or provide any assurance that there are no material modifications that should be made to the financial statements.

The accompanying consolidated balance sheet of Costar Technologies, Inc. and Subsidiaries, as of December 31, 2012, was previously reviewed by us, and we stated that we were not aware of any material modifications that should be made to the consolidated balance sheet in order for it to be in conformity with accounting principles generally accepted in the United States of America in our report dated March 27, 2013, but we have not performed any procedures in connection with that review engagement since that date.

Rothstein Kass

Dallas, Texas
May 15, 2013

COSTAR TECHNOLOGIES, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(AMOUNTS SHOWN IN THOUSANDS)

	March 31, 2013 (Compiled)	December 31, 2012 (Reviewed)
ASSETS		
Current assets		
Cash	$ 110	$ 114
Accounts receivable, less allowance for doubtful accounts of $67 in 2013 and 2012	3,565	2,029
Inventories, net of reserve for obsolescence of $675 in 2013 and 2012	5,096	4,132
Promissory note - current		151
Prepaid expenses	339	381
Total current assets	9,110	6,807
Non-current assets		
Property and equipment, net	95	105
Trade names	925	925
Distribution agreement, net	973	991
Customer relationships, net	95	101
Covenant not to compete	26	30
Promissory note	258	258
Total assets	$ 11,482	$ 9,217
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities		
Current liabilities		
Accounts payable	$ 2,090	$ 895
Accrued expenses and other	467	109
Lines of credit	286	170
Total current liabilities	2,843	1,174
Stockholders' Equity		
Common stock	2	2
Additional paid in capital	155,893	155,893
Accumulated deficit	(142,733)	(143,329)
Less common stock held in treasury	(4,523)	(4,523)
Total stockholders' equity	8,639	8,043
Total liabilities and stockholders' equity	$ 11,482	$ 9,217

See independent accountants' compilation report and notes to consolidated financial statements.

COSTAR TECHNOLOGIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS (COMPILED)
(AMOUNTS SHOWN IN THOUSANDS)

For the Three Months Ended March 31,	2013	2012
Net revenues	$ 7,309	$ 6,616
Cost of revenues	5,159	4,682
Gross profit	2,150	1,934
Selling, general and administrative expenses	1,545	1,289
Income from operations	605	645
Other income (expenses)		
Interest expense	(11)	(58)
Other income and expense, net	2	4
Total other income (expense), net	(9)	(54)
Net income	$ 596	$ 591
Per share of common stock		
Net income per share	$ 0.41	$ 0.41
Weighted average shares outstanding	1,447	1,447

COSTAR TECHNOLOGIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(AMOUNTS SHOWN IN THOUSANDS)

For the Three Month Periods Ended March 31, 2013 and 2012

	Common Stock		Additional Paid - In	Treasury Stock		Accumulated	Total Stockholders'
	Shares	Amount	Capital	Shares	Amount	Deficit	Equity
Balances at December 31, 2011 (reviewed)	1,680	$ 2	$ 155,879	233	$ (4,524)	$ (143,921)	$ 7,436
Net income						591	591
Stock based compensation			8				8
Balances at March 31, 2012 (compiled)	1,680	$ 2	$ 155,887	233	$ (4,524)	$ (143,330)	$ 8,035
Balances at December 31, 2012 (reviewed)	1,680	$ 2	$ 155,893	233	$ (4,523)	$ (143,329)	$ 8,043
Net income						596	596
Balances at March 31, 2013 (compiled)	1,680	$ 2	$ 155,893	233	$ (4,523)	$ (142,733)	$ 8,639

See independent accountants' compilation report and notes to consolidated financial statements.

COSTAR TECHNOLOGIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS (COMPILED)
(AMOUNTS SHOWN IN THOUSANDS)

For the Three Months Ended March 31,	2013	2012
Cash flows from operating activities		
Net income	$ 596	$ 591
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Stock-based compensation		8
Depreciation and amortization	38	105
Provision for doubtful accounts		8
Changes in operating assets and liabilities:		
Accounts receivable, net	(1,536)	639
Inventory	(964)	1,433
Promissory note - current	151	
Prepaid expenses	42	45
Other assets		
Accounts payable	1,195	(1,628)
Accrued expenses and other	358	132
Net cash provided by (used in) operating activities	(120)	1,333
Cash flows provided by (used in) financing activity		
Proceeds (repayment) on lines of credit	116	(1,436)
Net decrease in cash	(4)	(103)
Cash, beginning of period	114	193
Cash, end of period	$ 110	$ 90
Supplemental disclosure of cash flow information:		
Cash paid during the period for interest	$ 11	$ 58
Cash paid during the period for taxes	$ 37	$ 17

See independent accountants' compilation report and notes to consolidated financial statements.

1. Nature of operations

Costar Technologies, Inc. ("Costar Technologies") was incorporated in the State of Delaware in February 1997 under the name "Fairmarket, Inc.". Costar Technologies, and its wholly owned subsidiaries, Costar Video Systems, LLC ("Costar") and LQ Corporation ("LQ") (collectively the "Company"), develops, designs and distributes a range of security solution products such as surveillance cameras, lenses, digital video recorders and high speed domes. The Company also develops, designs and distributes industrial vision products to observe repetitive production and assembly lines, thereby increasing efficiency by detecting faults in the production process.

2. Summary of significant accounting policies

Basis of Presentation and Principles of Consolidation

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") and include the accounts of Costar Technologies and its wholly owned subsidiaries, for the three months ended March 31, 2013 and 2012. All material intercompany transactions have been eliminated in consolidation.

These consolidated financial statements were approved by management and available for issuance on May 15, 2013. Subsequent events have been evaluated through this date.

Use of Estimates

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash Equivalents

The Company considers all highly liquid debt instruments with original maturities of three months or less to be cash equivalents. As of March 31, 2013 and December 31, 2012, the Company had no such cash equivalents.

Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable are recorded at net realizable values. The Company maintains an allowance for estimated losses resulting from the failure of customers to make required payments and for anticipated returns. The allowance is based on specific facts and circumstances surrounding individual customers as well as historical experience. Provisions for losses on receivables and returns are charged to income to maintain the allowance at a level considered adequate to cover losses and future returns. Receivables are charged off against the reserve when they are deemed uncollectible and returns are charged off against the reserve when the actual returns are incurred.

Inventories

Inventories are recorded on the first in first out basis and are stated at the lower of average cost or market. A provision is made to reduce excess or obsolete inventories to their net realizable value. As of March 31, 2013 and December 31, 2012, the Company had $5,096 and $4,132 in finished goods, respectively.

2. Summary of significant accounting policies (continued)

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation and amortization. Depreciation and amortization is computed using the straight-line method over estimated useful lives of 3-5 years as follows.

Computer hardware and software	3 years
Furniture and fixtures	5 years
Leasehold improvements	Shorter of lease term or asset useful life

Intangible Assets

In accordance with GAAP, intangible assets with indefinite lives are not amortized, but instead tested for impairment. Intangible assets are reviewed for impairment at least annually or whenever events or changes in business combinations indicate the carrying value of the assets may not be recoverable. Impairment losses are recognized if the fair value of the intangible asset is less than its carrying value.

Intangible assets with finite lives are amortized over their estimated useful lives. These intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amounts of the assets may not be recoverable. A loss is recognized in the consolidated statements of operations if it is determined that an impairment exists based on expected future undiscounted cash flows. The amount of the impairment is the excess of the carrying amount of the impaired asset over its fair value.

Long-Lived Assets

In accordance with GAAP, the Company reviews property and equipment for impairment whenever events or changes in circumstances indicate that the carrying amounts of the assets may not be recoverable. A loss is recognized on the consolidated statements of operations if it is determined that an impairment exists based on expected future undiscounted cash flows. The amount of the impairment is the excess of the carrying amount of the impaired asset over its fair value.

Revenue Recognition

The Company ships and invoices its sales in accordance with signed purchase orders. The Company only recognizes revenue when it is realized and earned. The Company considers its revenue to have been earned when goods are shipped in accordance with signed purchase orders. Any software imbedded in the products sold is considered incidental to the product being sold.

Research and Development

Expenditures for research, development and engineering of software and hardware products, that are included in selling, general and administrative expenses in the consolidated statements of operations, are expensed as incurred.

(AMOUNTS SHOWN IN THOUSANDS)

2. Summary of significant accounting policies (continued)

Stock Based Compensation

The Company complies with the accounting and reporting requirements of the Accounting for Stock Based Compensation guidelines which require companies to record compensation expense for share-based awards issued to employees in exchange for services provided. The amount of the compensation expense is based on the estimated fair value of the awards on their grant dates and is generally recognized over the applicable vesting period.

The fair value of stock options is determined using an option-pricing model that takes into account the stock price at the grant date, the exercise price, the expected life of the option, the volatility of the underlying stock, expected dividends, and the risk free interest rate over the expected life of the option.

During the three months ended March 31, 2013 the Company recognized $0 in stock based compensation expense in its consolidated financial statements. The Company recorded $8 in stock based compensation expense during the three months ended March 31, 2012 relating to the issuance of 20 stock options.

The fair value of the 2012 stock options was estimated on the date of grant using the Black-Scholes valuation model based on the following assumptions:

	Three Months Ended March 31, 2012
Expected dividend yield	0.00%
Expected stock price volatility	15.60%
Risk-free interest rate	2.00%
Expected life in years	10 years
Weighted-average fair value of options granted	$0.40

Income Taxes

The Company complies with GAAP which requires an asset and liability approach to financial reporting for income taxes. Deferred income tax assets and liabilities are computed for differences between the consolidated financial statement and tax bases of assets and liabilities that will result in future taxable or deductible amounts, based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred income tax assets to the amount expected to be realized.

(AMOUNTS SHOWN IN THOUSANDS)

2. Summary of significant accounting policies (continued)

Income Taxes (continued)

The determination of the Company's provision for income taxes requires significant judgment, the use of estimates, and the interpretation and application of complex tax laws. Significant judgment is required in assessing the timing and amounts of deductible and taxable items and the probability of sustaining uncertain tax positions. The benefits of uncertain tax positions are recorded in the Company's consolidated financial statements only after determining a more-likely-than-not probability that the uncertain tax positions will withstand challenge, if any, from tax authorities. When facts and circumstances change, the Company reassesses these probabilities and records any changes in the consolidated financial statements as appropriate. Accrued interest and penalties related to income tax matters are classified as a component of income tax expense.

In accordance with GAAP, the Company is required to determine whether a tax position is more likely than not to be sustained upon examination by the applicable taxing authority, including resolution of any related appeals or litigation processes, based on the technical merits of the position. The Company files an income tax return in the U.S. federal jurisdiction, and may file income tax returns in various U.S. states and foreign jurisdictions. The tax benefit recognized is measured as the largest amount of benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. De-recognition of a tax benefit previously recognized results in the Company recording a tax liability that increases the accumulated deficit. Generally, the Company is no longer subject to income tax examination by major taxing authorities for the years before 2009.

3. Property and equipment

Property and equipment at March 31, 2013 and December 31, 2012, were as follows:

	2013	2012
Office furniture and equipment	$ 408	$ 408
Demonstration and technical equipment		20
	408	428
Less accumulated depreciation	(313)	(323)
Total property and equipment, net	$ 95	$ 105

(AMOUNTS SHOWN IN THOUSANDS)

4. Intangible assets

The following is a summary of amortized and unamortized intangible assets March 31, 2013 and December 31, 2012.

	March 31, 2013	
	Gross Amount	**Accumulated Amortization**
Amortized intangible assets		
Customer relations - Southern Imaging	$ 1,599	$ 1,599
Distribution agreement - Southern Imaging	1,468	495
Customer relations – IVS	125	30
Covenant not to compete – IVS	50	24
Total amortized intangible assets	3,242	2,148
Unamortized intangible assets		
Trade name - Costar	800	
Trade name - IVS	125	
Total unamortized intangible assets	925	
Total intangible assets	$ 4,167	$ 2,148

	December 31, 2012	
	Gross Amount	**Accumulated Amortization**
Amortized intangible assets		
Customer relations - Southern Imaging	$ 1,599	$ 1,599
Distribution agreement - Southern Imaging	1,468	477
Customer relations – IVS	125	24
Covenant not to compete – IVS	50	20
Total amortized intangible assets	3,242	2,120
Unamortized intangible assets		
Trade name - Costar	800	
Trade name - IVS	125	
Total unamortized intangible assets	925	
Total intangible assets	$ 4,167	$ 2,120

The weighted average amortization period for the Company’s intangible assets is 12 years. The estimated useful lives for customer relationships, distribution agreements and covenant not to compete are 6, 20 and 3 years, respectively.

(AMOUNTS SHOWN IN THOUSANDS)

4. Intangible assets (continued)

Amortization expense for the three months ended March 31, 2013 and 2012 was $28 and $94, respectively. Future amortization expense, as of March 31, 2013, is as follows:

Year Ending March 31,		
2014	$	111
2015		104
2016		94
2017		94
2018		86
Thereafter		605
Total future amortization expense	$	1,094

5. Lines of credit

Effective as of September 23, 2011, the Company entered into a Loan and Security Agreement with Briar Capital L.P. (“Briar”). The Loan and Security Agreement allows for up to $3,500 in revolving lines of credit, with a three year maturity. The obligations under the Costar Loan and Security Agreement with Briar are secured by a lien on substantially all accounts receivable, inventory, equipment, general intangibles, including intellectual property, chattel paper, instruments and documents of Costar, as set forth in the Loan and Security Agreement with Briar. The Company is a guarantor of Costar’s obligations under the Costar Loan and Security Agreement with Briar pursuant to the guaranty made by the Company in favor of Briar. Borrowings under the Loan and Security Agreement accrue interest at a rate equal to the 30-day LIBOR rate plus 8.25% per annum.

The Costar Loan and Security Agreement with Briar contains customary representations and warranties, events of default and covenants, including, among other things, covenants that restrict the ability of Costar to incur certain additional indebtedness or to issue equity interests. The Costar Loan and Security Agreement with Briar also contain financial covenants restricting capital expenditures of Costar and requiring Costar and the Company to maintain a specific Tangible Net Worth. As of March 31, 2013 and December 31, 2012, approximately $286 and $170, respectively, was owed to Briar.

6. Deferred income taxes

Deferred tax assets are determined based on the difference between financial statement and tax bases using enacted tax rates in effect for the year in which the differences are expected to reverse. The components of the deferred taxes at March 31, 2013 and December 31, 2012 are as follows:

		2013		2012
Net operating loss carryforward	$	51,158	$	51,361
Valuation allowance		(51,158)		(51,361)
Total net deferred tax asset	$		$	

(AMOUNTS SHOWN IN THOUSANDS)

6. Deferred income taxes (continued)

In connection with ownership changes, it was determined that certain of the Company's net operating loss carry forwards ("NOL") have been limited. As of March 31, 2013 and December 31, 2012, the Company has approximately $150,500 and $151,000 of NOLs that can be utilized in future years. These NOLs, if not used, will expire between 2019 and 2030.

A valuation allowance has been established for the full amount of the tax asset since it is more likely than not that the deferred tax asset will not be realized.

7. Stockholders' equity (shown in whole amounts)

At March 31, 2013 and December 31, 2012, the authorized capital stock of the Company consisted of (i) 10,000,000 shares of voting common stock with a par value of $0.001 per share and (ii) 10,000,000 shares of preferred stock with a par value of $0.001 per share. As of March 31, 2013 and December 31, 2012, there was no preferred stock issued and outstanding. The Company's Board has the authority to determine the voting powers, designations, preferences, privileges and restrictions of the preferred shares.

8. Stock option plan (shown in whole amounts)

The Company's 2000 Stock Option and Incentive Plan (the "2000 Incentive Plan") provides for awards in the form of incentive stock options, non-qualified stock options, restricted stock awards and other forms of awards to officers, directors, employees and consultants of the Company. At March 31, 2013 there were 120,612 share options issued under this plan. At March 31, 2013, there were 139,723 shares available for issuance under the 2000 Incentive Plan.

The Board of Directors of the Company determines the term of each option, the option price, and the number of shares for which each option is granted and the times at which each option vests. For holders of 10% or more of the Company's outstanding common stock, incentive stock options may not be granted at less than 110% of the fair market value of the common stock at the date of grant.

The following table summarizes information about stock options outstanding at March 31, 2013:

Options Outstanding				Options Fully Vested and Exercisable	
Range of Exercise Price Per Share	Number Outstanding	Remaining Contractual Life (In Years)	Weighted Average Exercise Price Per Share	Number Exercisable	Weighted Average Exercise Price Per Share
$0.725-$13.69	114,816	6.01	$4.17	93,504	$4.77

(AMOUNTS SHOWN IN THOUSANDS)

8. Stock option plan (shown in whole amounts) (continued)

Stock option activity for the three months ended March 31, 2013 and 2012 is as follows:

	2013		2012	
	Number of Shares	Weighted Average Exercise Price Per Share	Number of Shares	Weighted Average Exercise Price Per Share
Outstanding at beginning of year	120,612	$4.31	123,267	$6.66
Granted			20,000	$1.43
Exercised				
Canceled	5,796	$7.01		
Outstanding at period end	114,816	$4.17	143,267	$5.93
Options exercisable at period end	93,504	$4.77	115,526	$7.03
Weighted average fair value of options granted during the period at fair value				$0.40

During the three months ended March 31, 2013 the Company recognized $0 in stock based compensation expense in its consolidated financial statements. The Company recorded $8 in stock based compensation expense during the three months ended March 31, 2012 relating to the issuance of 20 stock options.

9. Lease agreements

On January 31, 2011 the Company entered into a new lease agreement for certain facilities that will expire in 2018. Rent expense under the agreement for the years ended March 31, 2013 and 2012 were approximately $87 and $40, respectively.

Future minimum annual rent payments are approximately as follows:

Year Ending March 31,	
2014	$ 103
2015	111
2016	119
2017	127
2018	135
Thereafter	72
Total future minimum lease commitments	$ 667

10. Risk concentrations

The Company maintains its cash balances in financial institutions. These balances are insured by the Federal Deposit Insurance Corporation up to $250 per institution. The Company is subject to credit risk to the extent any financial institution with which it conducts business is unable to fulfill contractual obligations on its behalf. Management monitors the financial condition of such financial institutions and does not anticipate any losses from these financial institutions.

Concentration of Customers

The Company's security surveillance product line customers include traditional "large box" national retailers and distributors. The Company's industrial vision product line customers include manufacturers that assemble products using automated production lines; these customers use the Company's video systems to monitor activity on the production line. For the three months ended March 31, 2013 and 2012, the Company's largest two customers accounted for $4,750 and $3,519, or 65.0% and 53.2% of the Company's total revenue, respectively. The same customers accounted for $2,456 and $415, or 68.9% and 18.4% of the outstanding accounts receivable balance, as of March 31, 2013 and December 31, 2012, respectively.

Concentration of Suppliers

For the three months ended March 31, 2013 and 2012, the Company made purchases from one main supplier of approximately 45.5% and two main suppliers of approximately 50.1% of total purchases, respectively. Amounts owed to these suppliers were approximately 61.1% and 51.2% of the total accounts payable balance, as of March 31, 2013 and December 31, 2012, respectively.

11. Subsequent events

Effective April 1, 2013, Costar entered into a Loan and Security Agreement ("Facility") with BOKF, NA dba Bank of Texas ("Bank of Texas"). The Facility allows for up to $1,000 in a revolving line of credit, with a one year maturity. The obligation under the Facility with Bank of Texas is secured by a lien on substantially all accounts receivable, inventory, and equipment. The Company is a guarantor of Costar's obligation under the Facility with Bank of Texas pursuant to the guaranty made by the Company in favor of Bank of Texas. Borrowings under the Facility accrue interest at a rate equal to Bank of Texas Prime, currently 4.0% per annum. With the execution of the new Bank of Texas Facility, the Briar loan was paid in full.

The Facility with Bank of Texas contains customary representations and warranties, events of default and covenants, including, among other things, covenants that restrict the ability of Costar to incur certain additional indebtedness or to issue equity interests. The Facility with Bank of Texas also contains financial covenants calculated on a consolidated basis requiring the Company to maintain a certain Debt Service Coverage Ratio, Minimum Profitability, and a Minimum Tangible Net Worth.