COSTAR TECHNOLOGIES, INC.
AND SUBSIDIARIES
(FORMERLY KNOWN AS SIELOX, INC.)

CONSOLIDATED FINANCIAL STATEMENTS
AND
INDEPENDENT ACCOUNTANTS' COMPILATION REPORT

MARCH 31, 2012

Rothstein Kass

Certified
Public
Accountants

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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, 2012, and the related consolidated statements of operations, changes in stockholders' equity, and comprehensive income (loss), and cash flows for the three month periods ended March 31, 2012 and 2011. 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, 2011, 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 April 20, 2012, but we have not performed any procedures in connection with that review engagement since that date.

Rothstein Kass

Dallas, Texas
May 15, 2012

COSTAR TECHNOLOGIES, INC. AND SUBSIDIARIES
(FORMERLY KNOWN AS SIELOX, INC.)

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COSTAR TECHNOLOGIES, INC. AND SUBSIDIARIES
(FORMERLY KNOWN AS SIELOX, INC.)

CONSOLIDATED BALANCE SHEETS
(AMOUNTS SHOWN IN THOUSANDS)

	March 31, 2012	December 31, 2011
ASSETS		
Current assets		
Cash	$ 90	$ 193
Accounts receivable, less allowance for doubtful accounts of $115 and $107 in 2012 and 2011, respectively	2,260	2,907
Inventories, net of reserve for obsolescence of $675 in 2012 and 2011	5,426	6,859
Prepaid expenses	438	483
Total current assets	8,214	10,442
Non-current assets		
Property and equipment, net	117	128
Trade names	925	925
Distribution agreement, net	1,046	1,064
Customer relationships, net	183	255
Covenant not to compete	43	47
Promissory note	500	500
Total assets	$ 11,028	$ 13,361
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities		
Current liabilities		
Accounts payable	$ 1,094	$ 2,722
Accrued expenses and other	261	129
Lines of credit	1,538	2,974
Current liabilities, contingent purchase price	100	100
Total current liabilities	2,993	5,925
Stockholders' Equity		
Common stock	42	42
Additional paid in capital	155,847	155,839
Accumulated deficit	(143,330)	(143,921)
Less common stock held in treasury	(4,524)	(4,524)
Total stockholders' equity	8,035	7,436
Total liabilities and stockholders' equity	$ 11,028	$ 13,361

COSTAR TECHNOLOGIES, INC. AND SUBSIDIARIES
(FORMERLY KNOWN AS SIELOX, INC.)

CONSOLIDATED STATEMENTS OF OPERATIONS
(AMOUNTS SHOWN IN THOUSANDS)

For the Three Months Ended March 31,	2012	2011
Net revenues	$ 6,616	$ 3,462
Cost of revenues	4,682	2,605
Gross profit	1,934	857
Selling, general and administrative expenses	1,289	1,035
Income (loss) from operations	645	(178)
Other income (expenses)		
Interest expense	(58)	(25)
Other income and expense, net	4	17
Total other income (expense), net	(54)	(8)
Net income (loss) from continuing operations	591	(186)
Net loss from discontinued operations		(1)
Net income (loss)	$ 591	$ (187)
Per share of common stock		
Income (loss) from continuing operations	$ 0.02	$ (0.01)
Income (loss) from discontinued operations	0.00	(0.00)
Net income (loss) per share	$ 0.02	$ (0.01)
Weighted average shares outstanding	36,444	36,213

COSTAR TECHNOLOGIES, INC. AND SUBSIDIARIES
(FORMERLY KNOWN AS SIELOX, INC.)

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY AND COMPREHENSIVE INCOME (LOSS)
(AMOUNTS SHOWN IN THOUSANDS)

For the Three Months Ended March 31, 2012 and 2011

	Common Stock		Additional Paid - In Capital	Treasury Stock		Accumulated Other Comprehensive Income	Accumulated Deficit	Total Stockholders' Equity	Comprehensive Income (Loss)
	Shares	Amount		Shares	Amount				
Balances at December 31, 2010	42,017	$ 42	$ 155,805	6,296	$ (4,524)	$ 260	$ (144,083)	$ 7,500	
Net loss							(187)	(187)	$ (187)
Stock based compensation			32					32	
Comprehensive loss for the period									$ (187)
Balances at March 31, 2011	42,017	$ 42	$ 155,837	6,296	$ (4,524)	$ 260	$ (144,270)	$ 7,345	
Balances at December 31, 2011	42,017	$ 42	$ 155,839	5,834	$ (4,524)	$	$ (143,921)	$ 7,436	
Net income							591	591	$ 591
Stock based compensation			8					8	
Comprehensive loss for the period									$ 591
Balances at March 31, 2012	42,017	$ 42	$ 155,847	5,834	$ (4,524)	$	$ (143,330)	$ 8,035	

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

COSTAR TECHNOLOGIES, INC. AND SUBSIDIARIES
(FORMERLY KNOWN AS SIELOX, INC.)

CONSOLIDATED STATEMENTS OF CASH FLOWS
(AMOUNTS SHOWN IN THOUSANDS)

For the Three Months Ended March 31,	2012	2011
Cash flows from operating activities		
Net income (loss) from continuing operations	$ 591	$ (186)
Net loss from discontinued operations		(1)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Stock-based compensation	8	32
Depreciation and amortization	105	100
Provision for doubtful accounts	8	1
Provision for obsolete inventory		47
Changes in operating assets and liabilities:		
Accounts receivable, net	639	108
Inventory	1,433	(552)
Prepaid expenses	45	206
Accounts payable	(1,628)	(337)
Accrued expenses and other	132	(237)
Net cash provided by (used in) operating activities	1,333	(819)
Net cash used in discontinued operations		(61)
Net cash provided by (used in) operating activities	1,333	(880)
Cash flows from investing activities		
Purchase of property and equipment		(43)
Payment of earnout provision related to Southern Imaging		(69)
Net cash used in investing activities		(112)
Cash flows from by financing activity		
Proceeds (repayment) on lines of credit	(1,436)	733
Net decrease in cash	(103)	(259)
Cash, beginning of period	193	407
Cash, end of period	$ 90	$ 148
Supplemental disclosure of cash flow information:		
Cash paid during the period for interest	$ 58	$ 25
Cash paid during the period for taxes	$ 17	$ 22

1. Nature of operations

Costar Technologies, Inc. (formerly known as Sielox, 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. Through December 31, 2010, the Company operated with another wholly-owned subsidiary, Sielox, LLC ("Sielox"). Sielox ran the Company's operations related to its access control systems.

As of December 31, 2010, the Company sold substantially all of its assets in its wholly-owned subsidiary, Sielox. The results of Sielox's operations have been classified in discontinued operations for the three months ended March 31, 2011 (See Note 5).

Effective March 2, 2012, the Company's shares started trading on the OTC Markets Group under the ticker symbol "CSTI" to reflect the Company's new name, Costar Technologies, Inc. The shares formerly traded on the OTC Markets Group under the stock ticker symbol "SLXN". The Company has also changed the address of its website from www.sieloxinc.com to www.costartechnologies.com.

2. Summary of significant accounting policies

Basis of Presentation

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, Costar and LQ, for the three months ended March 31, 2012. The amounts for the three months ended March 31, 2011 include the Company's wholly owned subsidiaries, Costar, LQ, and Sielox. As of December 31, 2010, the Company sold substantially all of its assets in its wholly-owned subsidiary, Sielox. All material intercompany transactions have been eliminated in consolidation.

These consolidated financial statements were approved by management and available for issuance on May 15, 2012. 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, 2012 and December 31, 2011, the Company had no such cash equivalents.

2. Summary of significant accounting policies (continued)

Accounts Receivable and Allowance for Doubtful Accounts

The Company complies with the accounting and reporting requirements of GAAP that lend to or finance the activities of others. 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, 2012 and December 31, 2011, the Company had $5,426 and $6,859 in finished goods, respectively.

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 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.

(AMOUNTS SHOWN IN THOUSANDS)

2. Summary of significant accounting policies (continued)

Comprehensive Income (loss)

Comprehensive income (loss) consists of net income (loss) and other comprehensive income (loss). In accordance with GAAP, the Company establishes standards for disclosure and financial statement presentation for reporting total comprehensive income (loss) and its individual components. Comprehensive income (loss), as defined, includes all changes in equity during a period from non-owner resources.

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.

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, 2012 the Company recognized $8 in stock based compensation expense in its consolidated financial statements relating to the issuance of 500 stock options. The Company recorded $32 in stock based compensation expense during the three months ended March 31, 2011 relating to the issuance of 462 stock-grants. The fair value of the 2012 and 2011 stock options were estimated on the date of grant using the Black-Sholes valuation model based on the following assumptions:

	Three Months Ended March 31,	
	2012	**2011**
Expected dividend yield	0.00%	0.00%
Expected stock price volatility	15.60%	14.48%
Risk-free interest rate	2.00%	2.00%
Expected life in years	10 years	10 years
Weighted-average fair value of options granted	$.02	$.00

2. Summary of significant accounting policies (continued)

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.

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 2008.

Reclassifications

Certain prior year amounts have been reclassified in order to conform to the current year presentation.

3. Company Liquidity

The Company has historically incurred losses and negative cash flows from operations; however, for the three months ended March 31, 2012, the Company earned net income of $591 versus a net loss of $(187) for the three months ended March 31, 2011. The Company had net cash provided by operations of $1,333 versus net cash outflows from operation of $(880) for the three months ended March 31, 2012 and 2011, respectively. Furthermore, effective September 23, 2011, Costar 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. As a result, the Company's Management believes that the Company has the financial wherewithal to meet its ongoing liquidity needs.

(AMOUNTS SHOWN IN THOUSANDS)

4. Discontinued operations

As required under GAAP for the three months ended March 31, 2011, the Company has classified the results of operations of Sielox within income from discontinued operations.

During December 2010, the Company entered into an agreement to sell certain assets and liabilities of its wholly owned subsidiary, Sielox. Sielox develops, designs and distributes a range of access control systems and products. The Company sold net assets of $2,431, including accounts receivable of $1,414 and inventory of $595 among others. These assets were sold for $2,525 in cash and a $500 promissory note. The net gain on the sale was $492, which includes approximately $100 in legal costs associated with the sale.

One of the agreed conditions of the sale was that Costar would continue to sell its range of security solution products through the Sielox network of approved business partners. The terms and conditions that govern the sale of Costar products are stated in the Master Distribution Agreement (the “Agreement”) entered into between Costar and HGW Acquisition Company (“HGW”). The term of the Agreement commences on January 1, 2011, and ends on December 31, 2013. During the term of the Agreement, HGW has agreed to purchase Costar products in the minimum amount of $5,000. Actual purchases will be measured against a schedule of semi-annual purchase commitments (the “Purchase Commitment”). In furtherance of the Purchase Commitment, HGW delivered to Costar a secured promissory note with an original principal balance in the amount of $500 and bearing interest onthe unpaid balance at a rate equal to 7% per annum. The promissory note is secured by a first priority security interest in HGW’s accounts receivable. In the event that HGW fails to purchase Costar products in an amount equal to the Purchase Commitment as of the end of an applicable semi-annual period, HGW will have a period of 30 days to remedy the purchase default. That remedy will be in the form of a payment to Costar, of an amount equal to 25% of the shortfall, plus interest.

The results of discontinued operations included in the consolidated statements of operations or the three months ended March 31, 2011 are as follows:

Net revenues	$
Cost of revenues	
Gross Profit	
Selling, general & administrative expenses	1
Operating income (loss)	(1)
Other income (expenses)	
Gain on sale of assets, net of costs $100	
Interest expense	
Net income (loss)	$ (1)

5. Business combination

On October 20, 2011, Costar acquired substantially all of the assets of Industrial Vision Source (“IVS”), a division of Mace Security Products, Inc. for $517. Additionally, the “IVS Asset Purchase Agreement” calls for an additional earn-out payment of $100 if IVS reaches certain ninety day revenue targets. Pursuant to the IVS Asset Purchase Agreement, the minimum ninety day revenue target was achieved as of January 2012, and the $100 owed has been recorded in the accompanying consolidated balances sheets as of March 31, 2012 and December 31, 2011. The acquisition meets the definition of a business combination under GAAP.

(AMOUNTS SHOWN IN THOUSANDS)

6. Property and equipment

Property and equipment at March 31, 2012 and December 31, 2011, were as follows:

	2012	2011
Office furniture and equipment	$ 389	$ 389
Demonstration and technical equipment	37	41
	426	430
Less accumulated depreciation	(309)	(302)
Total property and equipment, net	$ 117	$ 128

7. Intangible assets

The following is a summary of amortized and unamortized intangible assets from continuing operations at March 31, 2012 and December 31, 2011.

	March 31, 2012	
	Gross Amount	Accumulated Amortization
Amortized intangible assets		
Customer relations - Southern Imaging	$ 1,598	$ 1,531
Distribution agreement - Southern Imaging	1,468	422
Customer relations – IVS	125	9
Covenant not to compete – IVS	50	7
Total amortized intangible assets	3,241	1,969
Unamortized intangible assets		
Trade name - Costar	800	
Trade name - IVS	125	
Total unamortized intangible assets	925	
Total intangible assets	$ 4,166	$ 1,969

(AMOUNTS SHOWN IN THOUSANDS)

7. Intangible assets (continued)

	December 31, 2011	
	Gross Amount	Accumulated Amortization
Amortized intangible assets		
Customer relations - Southern Imaging	$ 1,598	$ 1,465
Distribution agreement - Southern Imaging	1,468	404
Customer relations – IVS	125	3
Covenant not to compete – IVS	50	3
Total amortized intangible assets	3,241	1,875
Unamortized intangible assets		
Trade name - Costar	800	
Trade name - IVS	125	
Total unamortized intangible assets	925	
Total intangible assets	$ 4,166	$ 1,875

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.

Amortization expense for the three months ended March 31, 2012 and 2011 was $94 and $85, respectively. Future amortization expense, as of March 31, 2012, is as follows:

Year Ending March 31,	
2013	$ 178
2014	111
2015	104
2016	94
2017	94
Thereafter	691
Total future amortization expense	$ 1,272

8. Lines of credit

Effective as of August 21, 2009, Costar entered into the “Costar Loan Agreement” with Compass Bank (“Compass”). The Costar Loan Agreement provided Costar with up to $4,000 in revolving lines of credit. The obligations under the Costar Loan Agreement are evidenced by a Master Revolving Promissory Note made by Costar in favor of Compass. The obligations under the Costar Loan Agreement 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 Costar Loan Agreement. The Company is a guarantor of Costar’s obligations under the Costar Loan Agreement pursuant to the unlimited guaranty made by the Company in favor of Compass. Borrowings under the Costar Loan Agreement accrued interest at a rate equal to the greater of (i) 5% per annum and (ii) the 30-day LIBOR plus 3% per annum.

The Costar Loan Agreement 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 Agreement also contains financial covenants restricting Costar’s Debt Service Coverage Ratio, Total Debt to Tangible Net Worth Ratio, and Quick Ratio (as each of such terms is defined in the Costar Loan Agreement), as well as limiting capital expenditures of Costar and requiring Costar and the Company to maintain a specific Tangible Net Worth. As of March 31, 2012 and December 31, 2011, no amounts were owed to Compass.

In addition, effective as of June 1, 2010, and again on November 21, 2010, Compass amended and restated the Costar Loan Agreement dated as of August 21, 2009. The restated agreement provides Costar with up to $2,500 in revolving lines of credit due on January 21, 2011. Borrowings under the restated agreement accrued interest at a rate equal to the greater of 7% per annum or the 30-day LIBOR plus 4% per annum.

Effective January 21, 2011, Compass amended and restated the Costar Loan Agreement dated as of August 21, 2009. The restated agreement provides Costar with up to $1,500 in revolving lines of credit due on April 21, 2011.

On March 31, 2011, the Company was in default of one of the covenants with Compass, and requested a waiver from the bank. Effective April 21, 2011, June 21, 2011, and August 5, 2011, Compass amended and restated the Costar Loan Agreement dated as of August 21, 2009. The restated agreement provides Costar with up to $1,500 in revolving lines of credit due on September 20, 2011. The Company did not renew their Revolving Credit and Costar Loan Agreement with Compass.

Effective as of September 23, 2011, Costar entered into a Loan and Security Agreement with 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, 2012 and December 31, 2011, approximately $1,538 and $2,974, respectively, was owed to Briar.

(AMOUNTS SHOWN IN THOUSANDS)

9. 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, 2012 and December 31, 2011 are as follows:

	2012	2011
Net operating loss carryforward	$ 51,361	$ 51,562
Valuation allowance	(51,361)	(51,562)
Total net deferred tax asset	$	$

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, 2012 and December 31, 2011, the Company has approximately $151,000 and $151,600 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.

10. Stockholders' equity (shown in whole amounts)

At March 31, 2012 and December 31, 2011, the authorized capital stock of the Company consisted of (i) 90,000,000 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, 2012 and December 31, 2011, 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.

11. 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, 2012 there were 3,581,696 share options issued under this plan. At March 31, 2012, there were 2,926,702 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, 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.

(AMOUNTS SHOWN IN THOUSANDS)

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

The following table summarizes information about stock options outstanding at March 31, 2012:

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
$0.029-$0.56	3,581,696	5.50	$0.24	2,888,150	$0.28

Stock option activity for the three months ended March 31, 2012 and 2011 is as follows:

	2012		2011	
	Number of Shares	Weighted Average Exercise Price Per Share	Number of Shares	Weighted Average Exercise Price Per Share
Outstanding at beginning of period	3,081,696	$0.27	2,981,696	$0.27
Granted	500,000	$0.06		
Exercised				
Canceled				
Outstanding at period end	3,581,696	$0.24	2,981,696	$0.27
Options exercisable at period end	2,888,150	$0.28	2,640,650	$0.30
Weighted average fair value of options granted during the period at fair value		$0.02		$0.00

During the three months ended March 31, 2012 the Company recognized approximately $8,000 in stock based compensation expense in its consolidated financial statements relating to the issuance of 500,000 stock options. The Company recorded $32,000 in stock based compensation expense relating to the issuance of 462,000 stock-grants in the three months ended March 31, 2011.

(AMOUNTS SHOWN IN THOUSANDS)

12. Lease agreements

On January 31, 2011 the Company entered into a new lease agreement for certain facilities that will expire in 2018. Future minimum annual rent payments are approximately as follows:

Year Ending March 31,		
2013	$	87
2014		103
2015		111
2016		119
2017		127
Thereafter		207
Total future minimum lease commitments	$	754

13. Legal proceedings

The Company, as well as the Company's subsidiary, LQ, were defendants in certain purported class action lawsuits filed by individual shareholders in the U.S. District Court for the Southern District of New York against certain of the Company's former officers and directors, and various of the underwriters in the Company's initial public offering and secondary offering. The lawsuits were filed by individual shareholders who purported to seek class action status on behalf of all other similarly situated persons who purchased our common stock between July 8, 1999 and December 6, 2000, and they were coordinated for pretrial purposes with similar lawsuits against more than 300 other companies as "In re Initial Public Offering Securities Litigation, 21 MC 92 (SAS)". On February 25, 2009, the parties to the coordinated litigation advised the District Court that they had reached an agreement-in-principle to settle the litigation in its entirety. A stipulation of settlement was filed with the District Court on April 2, 2009. On June 9, 2009, the District Court preliminarily approved the proposed global settlement. Notice was provided to the class, and a settlement fairness hearing, at which members of the class had an opportunity to object to the proposed settlement, was held on September 10, 2009. On October 6, 2009, the District Court issued an order granting final approval to the settlement. Ten appeals were filed objecting to the definition of the settlement class and fairness of the settlement. Five of those appeals were dismissed with prejudice on October 6, 2010. On May 17, 2011, the Court of Appeals dismissed four of the remaining appeals. On January 10, 2012, the last remaining appeal was dismissed with prejudice, as a result of which the settlement became final, by its terms, and all claims against the Company and its former officers and directors were dismissed with prejudice. The Company has no financial liability in connection with the settlement.

14. Risk concentrations

Concentration of Cash

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.

14. Risk concentrations (continued)

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, 2012 and 2011, the Company's largest customer accounted for approximately $3,519 and $1,043, or 53.2% and 30.1% of the Company's total revenue, respectively. The same customers owed $415 and $364, or 18.4% and 19.0% of the outstanding receivable balance, as of March 31, 2012 and 2011, respectively.

Concentration of Suppliers

For the three months ended March 31, 2012 and 2011, the Company made purchases from two main suppliers of approximately 50.1% and one main supplier of approximately 33.2% of total purchases, respectively. Amounts owed to these suppliers were approximately 51.2% and 43.5% of the total accounts payable balance, as of March 31, 2012 and 2011, respectively.

15. Subsequent events

Effective April 27, 2012, the Company announced a 1:25 reverse stock split of the Company's common stock (OTC Markets Group: CSTI). The stockholders of the Company authorized the Board of Directors (the "Board") to implement a reverse stock split of the Company's common stock, at a ratio to be determined by the Board, at the Company's 2011 Annual Meeting of Stockholders. The Board elected a ratio of 1:25 for the reverse stock split. The Company's ticker symbol has been appended with a fifth character, the letter "D", and will be listed as "CSTID" for the next 20 business days, to denote the reverse stock split.

The reverse split reduced the total number of shares of the Company's common stock outstanding from approximately 42,000 shares to 1,700 shares. Company stockholders will receive one new share of common stock for every 25 shares held. The Company will provide cash to stockholders in lieu of fractional shares.