CONSOLIDATED FINANCIAL STATEMENTS

Duncan Solutions, Inc.
Years Ended June 30, 2013 and 2012
With Report of Independent Auditors

Ernst & Young LLP

ERNST & YOUNG

Duncan Solutions, Inc.

Consolidated Financial Statements

Years Ended June 30, 2013 and 2012

Contents

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Report of Independent Auditors

The Board of Directors
Duncan Solutions, Inc.

We have audited the accompanying consolidated financial statements of Duncan Solutions, Inc., which comprise the consolidated balance sheets as of June 30, 2013 and 2012, and the related consolidated statements of operations, stockholders' equity, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Duncan Solutions, Inc. at June 30, 2013 and 2012, and the consolidated results of its operations and its cash flows for the years then ended in conformity with U.S. generally accepted accounting principles.

Ernst & Young LLP

October 28, 2013

Duncan Solutions, Inc.

Consolidated Balance Sheets

(All Amounts, Except Share Data, Stated in Thousands)

	June 30 2013	June 30 2012
Assets		
Current assets:		
Cash and cash equivalents	**$ 4,962**	$ 4,108
Trade and other receivables (net of allowance of $69 and $28 in 2013 and 2012, respectively)	**9,510**	10,062
Inventories	**2,523**	2,598
Prepaid and other current assets	**837**	560
Income taxes receivable	**157**	242
Related-party receivable	**1,245**	364
Total current assets	**19,234**	17,934
Non-current assets:		
Property, plant, and equipment, net	**7,499**	7,126
Intangible assets and goodwill, net	**24,288**	23,428
Restricted cash	**418**	604
Other financial assets	**339**	450
Total non-current assets	**32,544**	31,608
Total assets	**$ 51,778**	$ 49,542
Liabilities and stockholders' equity		
Current liabilities:		
Trade payables	**$ 3,190**	$ 2,543
Accrued liabilities and other payables	**2,865**	2,495
Unearned revenue	**439**	1,062
Revolving line of credit	**–**	512
Obligations under capital leases, current portion	**62**	272
Total current liabilities	**6,556**	6,884
Non-current liabilities:		
Obligations under capital leases, non-current portion	**28**	94
Revolving line of credit	**2,762**	–
Deferred income taxes	**1,133**	854
Total liabilities	**10,479**	7,832
Stockholders' equity:		
Common stock; no par value; 20,000 shares authorized, issued, and outstanding	**–**	–
Additional paid-in capital	**66,548**	66,373
Retained deficit	**(25,249)**	(24,663)
Total stockholders' equity	**41,299**	41,710
Total liabilities and stockholders' equity	**$ 51,778**	$ 49,542

See accompanying notes.

Duncan Solutions, Inc.

Consolidated Statements of Operations
(All Amounts Stated in Thousands)

	Year Ended June 30	
	2013	**2012**
Revenue:		
Meters: single-space	**$ 4,367**	$ 2,523
Meters: multi-space	**933**	1,194
AutoCites, maintenance, and consumables	**3,910**	4,189
Spares	**3,416**	2,405
Service center	**36,075**	35,016
Outsourced services	**14,825**	14,206
Total revenue	**63,526**	59,533
Cost of revenue:		
Meters: single-space	**3,694**	1,855
Meters: multi-space	**400**	525
AutoCites, maintenance, and consumables	**378**	783
Spares	**1,922**	1,109
Service center	**23,115**	20,465
Outsourced services	**10,779**	7,491
Total cost of revenue	**40,288**	32,228
Gross profit	**23,238**	27,305
Operating expenses:		
Engineering and development	**2,900**	2,612
Customer operations	**2,057**	1,753
Sales and marketing	**4,426**	3,600
General and administrative	**10,500**	11,954
Information technology	**2,508**	2,102
Amortization of intangibles	**1,004**	1,668
Total operating expenses	**23,395**	23,689
(Loss) income from operations	**(157)**	3,616
Other (expense) income:		
Foreign exchange (loss) gain	**(28)**	3,017
Interest and other expense	**(94)**	(147)
Total other (expense) income	**(122)**	2,870
(Loss) income before income tax	**(279)**	6,486
Tax expense	**307**	735
Net (loss) income	**$ (586)**	$ 5,751

See accompanying notes.

Duncan Solutions, Inc.

Consolidated Statements of Stockholders' Equity

(All Amounts Stated in Thousands)

Years Ended June 30, 2013 and 2012

	Additional Paid-In Capital	Retained Deficit	Total Stockholders' Equity (Deficit)
Balance as of June 30, 2011	$ 19,153	$ (30,414)	$ (11,261)
Capital contribution	46,688	–	46,688
Stock compensation expense	532	–	532
Net income	–	5,751	5,751
Balance as of June 30, 2012	66,373	(24,663)	41,710
Stock compensation expense	**175**	**–**	**175**
Net loss	**–**	**(586)**	**(586)**
Balance as of June 30, 2013	**$ 66,548**	**$ (25,249)**	**$ 41,299**

See accompanying notes.

Duncan Solutions, Inc.

Consolidated Statements of Cash Flows

(All Amounts Stated in Thousands)

	Year Ended June 30	
	2013	2012
Operating activities		
Net (loss) income	**$ (586)**	$ 5,751
Adjustments to reconcile net (loss) income to net cash provided by operating activities:		
Add back non-cash items:		
Depreciation	**2,268**	2,183
Amortization	**1,430**	1,775
Loss on disposal of fixed assets	**–**	41
Deferred income tax expense	**279**	406
Unrealized foreign exchange	**–**	(3,017)
Stock compensation expense	**175**	532
Changes in operating assets and liabilities:		
Trade and other receivables	**552**	(1,255)
Inventory	**75**	18
Prepaid expenses	**(277)**	31
Income taxes receivable	**85**	259
Other assets	**111**	(367)
Trade payables	**647**	16
Accrued liabilities and other payables	**370**	(757)
Unearned revenue	**(623)**	(32)
Net cash provided by operating activities	**4,506**	5,584
Investing activities		
Purchase of property, plant, and equipment	**(2,641)**	(2,768)
Customer contract payments	**(2,290)**	–
Contingent payments on previously acquired business	**–**	(1,400)
Net cash used in investing activities	**(4,931)**	(4,168)
Financing activities		
Payments to related party, net	**(881)**	(1,072)
Proceeds from line of credit, net	**2,250**	–
Proceeds from notes payable and capital lease obligations	**–**	209
Restricted cash	**186**	(12)
Principal payments on notes payable and capital lease obligations	**(276)**	(98)
Net cash provided by (used in) financing activities	**1,279**	(973)
Net increase in cash	**854**	443
Cash at the beginning of the year	**4,108**	3,665
Cash at the end of the year	**$ 4,962**	$ 4,108
Cash paid for:		
Income taxes	**$ 14**	$ 43
Interest	**$ 88**	$ 39

See accompanying notes.

1. Summary of Significant Accounting Policies

Business Activity

Duncan Solutions, Inc. (the Company) is a manufacturer of handheld citation issuance computers and parking meters and a licensed collection agency providing receivables management and citation processing services to municipalities for their parking citation enforcement efforts.

Duncan Solutions, Inc. is a wholly owned subsidiary of Duncan Solutions, Ltd. The parent company and the Company provide on-street parking and enforcement equipment and services to local municipalities, universities, and other institutions. The Company is a leader in parking technology solutions and services and offers a unique end-to-end integrated technology suite. The Company's solutions are focused on providing improved regulatory control and greater overall profitability for on-street parking sites.

Duncan Solutions, Inc. is organized into business units, based on product/service offering and geography, as discussed below in the Basis of Consolidation paragraph.

The Company's collection agency serves a variety of clients, with the largest concentration of revenues derived from governmental entities. Citation processing services provided to municipalities include data entry of citations, payment processing, mailing of notices to violators, and customer service. The Company also sells the parking meters and the equipment necessary to physically issue citations. Finally, the Company has contracted with various municipalities to provide complete management of the parking infrastructure, enforcement, processing, and collection.

Basis of Consolidation

The consolidated financial statements of Duncan Solutions, Inc. include the accounts of Duncan Solutions, Inc.; Professional Account Management, LLC (PAM); Duncan Parking Technologies, Inc.; Enforcement Technology, Inc.; and Law Enforcement Systems, Inc. (LES). In preparing the consolidated financial statements, all intercompany balances and transactions between the consolidated companies have been eliminated in full.

1. Summary of Significant Accounting Policies (continued)

Subsequent Events

The Company has evaluated subsequent events and transactions for potential recognition or disclosure in the consolidated financial statements through October 28, 2013, and concluded that no recognized or non-recognized subsequent events have occurred since June 30, 2013.

Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Sale of Goods

Revenue is recognized when significant risks and rewards of ownership of the goods have passed to the buyer and can be measured reliably. Risks and rewards are considered to be passed to the buyer at the time of delivery of the goods to the customer.

Rendering of Services

Where the contract outcome can be measured reliably, revenue is recognized when the Company has a right to be compensated for the services and can be reliably measured.

Leases

The determination of whether an arrangement is or contains a lease is based on the substance of the arrangement and requires an assessment of whether the fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

1. Summary of Significant Accounting Policies (continued)

Operating lease payments are recognized as an expense in the consolidated statements of operations on a straight-line basis over the lease term.

Finance leases, which transfer substantially all of the risks and benefits incidental to ownership of the leased item to the Company, are capitalized at the inception of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized as an adjustment to interest expense in the consolidated statements of operations.

Capitalized lease assets are depreciated over the shorter of the estimated useful life of the asset or the lease term if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term.

Cash and Cash Equivalents

For purposes of the consolidated statements of cash flows, the Company considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents.

Restricted Cash

Certain cash balances are restricted due to certain municipal requirements.

Trade and Other Receivables

Trade accounts receivable are stated at the amount the Company expects to collect from outstanding balances. The Company provides for probable uncollectible amounts through a charge to earnings and a credit to a valuation allowance based on its assessment of the current status of individual accounts. Balances that are still outstanding after the Company has used reasonable collection efforts are written off through a charge to the valuation allowance and a credit to trade accounts receivable.

1. Summary of Significant Accounting Policies (continued)

Inventories

Inventories, which consist of stock materials and supplies, are stated at the lower of cost (first-in, first-out method) or market. The majority of the inventory is comprised of raw materials and finished goods.

Costs incurred in bringing each product to its present location and condition are accounted for on a first-in, first-out basis:

- Raw materials – Purchase costs

- Finished goods and work-in-progress – Cost of direct materials and labor and a proportion of manufacturing overheads based on normal operating capacity but excluding borrowing costs

Inventories consist of:

	2013	**2012**
Raw materials	**$ 2,523**	$ 2,559
Finished goods and work-in-progress	**–**	39
	$ 2,523	$ 2,598

Income Tax

The Company accounts for income taxes pursuant to the liability method. Accordingly, the current or deferred tax consequences of a transaction are measured by applying the provision of enacted tax laws to determine the amount of taxes payable currently or in future years. Deferred income taxes are provided for temporary differences between the income tax basis of assets and liabilities and their carrying amounts for financial reporting purposes.

1. Summary of Significant Accounting Policies (continued)

In assessing the realizability of deferred tax assets, the Company considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the years in which those temporary differences become deductible. The Company considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies, as appropriate, in making this assessment.

Property, Plant, and Equipment

Property, plant, and equipment are stated at cost less accumulated depreciation and any impairment losses. Such cost includes the cost of replacing parts that are eligible for capitalization when the cost of replacing the part is incurred. Similarly, when each major inspection is performed, its cost is recognized in the carrying amount of the property, plant, and equipment as a replacement only if it is eligible for capitalization. Depreciation expense is recognized on a straight-line basis over the economic useful lives of the assets. Amortization from assets recorded under capital leases is included with depreciation expense.

The assets' residual values, useful lives, and amortization methods are reviewed and adjusted, if appropriate, at each financial year-end. When events or changes in circumstances indicate that the carrying value of property, plant, and equipment may be impaired, the Company compares the undiscounted future cash flows attributable to the asset to its carrying value. If the undiscounted cash flows are less than the carrying value, the fair value is compared to the carrying value and any impairment is recognized.

Intangible Assets and Goodwill

Goodwill and other intangible assets deemed to have indefinite lives are not amortized but are subject to annual impairment tests. Other intangible assets are amortized over their useful lives and are subject to annual impairment tests, which provide for appropriate consideration of qualitative characteristics as part of the analysis, as applicable. There was no impairment of intangible assets recognized in the years ended June 30, 2013 and 2012.

Advertising

The Company recognizes advertising expenses as incurred. Advertising expenses for the years ended June 30, 2013 and 2012, were $406 and $232, respectively.

1. Summary of Significant Accounting Policies (continued)

Shipping and Handling Costs

Shipping and handling costs are expensed as incurred and are included in cost of revenue.

Warranty Arrangements

The Company's products generally carry explicit warranties that extend from six months to two years based on terms that are generally accepted in the marketplace. The Company estimates the exposure for warranties outstanding and accrues for them accordingly.

Research and Development Expenses

The Company recognizes research and development expenses for new products as incurred. Research and development expenses for the years ended June 30, 2013 and 2012, were $1,057 and $2,439, respectively. These amounts are presented within the engineering and development category within the operating expenses section of the consolidated statements of operations.

Concentration of Credit Risk

The Company maintains its cash balance in financial institutions where, at times, the cash balance may exceed federally insured limits. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on cash.

The Company provides its services to various customers and municipalities. Accounts receivable are stated at the amount the Company expects to collect from outstanding balances. Based on the Company's assessment of the credit history, with customers having outstanding balances and current relationships with them, it has been concluded that losses on balances outstanding at year-end would be immaterial.

Use of Estimates

Management uses estimates and assumptions in preparing financial statements. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Accordingly, actual results could differ from those estimates.

1. Summary of Significant Accounting Policies (continued)

Litigation and Contingencies

The Company is involved in various claims and legal actions arising out of the normal course of business. In the opinion of management, the ultimate disposition of these matters will not have an adverse effect on the Company's consolidated financial condition, results of operations, or cash flows.

During fiscal year 2012, the Company settled litigation it initiated against a customer to recover lost revenues due to the customer's violation of certain terms of the services agreement. An independent arbitrator ruled in favor of the Company, and the Company received $940 as compensation for losses incurred. This amount was recorded as revenue within outsourced services in fiscal year 2012.

2. Business Combinations

Acquisition of Law Enforcement Systems, Inc.

On September 25, 2008, the Company acquired 100% of the shares of LES, a New York corporation whose primary business is the collection of outstanding parking fines and fees for tollway violations. The operating results of LES are included in the Company's consolidated financial statements from the acquisition date.

The acquisition agreement included provisions for additional payments to the former owners based upon the achievement of certain earnings before interest, taxes, depreciation, and amortization (EBITDA) targets for 12-month periods ended November 30, 2009, 2010, and 2011. The Company made its final contingent payment of $1,400 to the former owners in fiscal 2012, which was recognized as additional goodwill during fiscal 2011.

(All Dollar Amounts Stated in Thousands)

3. Property, Plant, and Equipment

The major categories of property, plant, and equipment at June 30, 2013 and 2012, are summarized as follows at cost:

	Depreciable Lives	2013	2012
Computer software and equipment[1]	3-5 years	**$ 14,422**	$ 12,421
Furniture and fixtures	5-10 years	**698**	682
Office equipment	5-7 years	**4,792**	4,285
Assets under construction	N/A	**232**	120
Leasehold improvements	3-40 years	**228**	223
Gross		**20,372**	17,731
Accumulated depreciation		**(12,873)**	(10,605)
Net property, plant, and equipment		**$ 7,499**	$ 7,126

[1]Includes $482 of leased property under capital leases in both 2013 and 2012.

The Company recognized depreciation expense of $320 and $225 related to capitalized software in 2013 and 2012, respectively.

4. Intangible Assets

	2013	2012
Identifiable intangibles		
Customer contracts	**$ 13,870**	$ 11,580
Accumulated amortization of customer contracts	**(9,510)**	(8,281)
	4,360	3,299
Trademarks (net of accumulated amortization of $1,539 and $1,338 in 2013 and 2012, respectively)	**632**	833
Net carrying amount	**4,992**	4,132
Goodwill	**19,296**	19,296
	$ 24,288	$ 23,428
Cost (gross carrying amount)	**$ 35,337**	$ 33,047
Accumulated amortization	**(11,049)**	(9,619)
Net carrying amount	**$ 24,288**	$ 23,428

(All Dollar Amounts Stated in Thousands)

4. Intangible Assets (continued)

The carrying value of goodwill and identifiable intangibles of $24,288 predominately represents goodwill and identifiable intangibles associated with the Enforcement Technology, Inc. and Borso's Engineering, Inc. businesses, which were acquired during the year ended June 30, 2005; PAM and Duncan Parking Technologies, Inc. businesses, which were acquired during the year ended June 30, 2006; and LES, which was acquired during the fiscal year ended June 30, 2009.

Identifiable intangible assets such as customer contracts and trademarks were acquired through business combinations. Customer contract acquisition costs of $2,290 were capitalized during the fiscal year ended June 30, 2013, to secure a seven-year contract to provide processing and collections services to a state tolling authority. The contract provides for a payment to the Company in the event of termination of the contract under the following schedule:

Year 1	$	3,000
Year 2		2,250
Year 3		1,650
Year 4		1,050
Year 5		450
Thereafter		–

These intangible assets have been determined to have finite useful lives ranging from 5 to 10 years for customer contacts and 5 to 10 years for trademarks.

	2014	2015	2016	2017	2018
Estimated amortization expense over the next five years:					
Annual total	$ 1,473	$ 1,296	$ 589	$ 382	$ 382

Goodwill is tested for impairment annually. The recoverable amount of the operations has been determined based on a fair value less cost to sell calculation using cash flow projections based on financial budgets and projections prepared by management. Management has sought to provide its best estimate of the growth in both the market and the Company's share of the market.

5. Related-Party Transactions

The Company has a related-party receivable with its parent company, Duncan Solutions, Ltd., in the amount of $1,245 and $364 at June 30, 2013 and 2012, respectively.

(All Dollar Amounts Stated in Thousands)

6. Operating Leases

The Company leases various equipment and office space under non-cancelable operating leases expiring at various dates over the next seven years. Minimum lease payments for the next five years and thereafter are as follows:

2014	$	943
2015		698
2016		646
2017		541
2018		528
Thereafter		660
	$	4,016

Total rental payments for the years ended June 30, 2013 and 2012, were $1,480 and $1,230, respectively.

7. Income Taxes

The Company's provision for income taxes consists of the following:

		2013		**2012**
Current	**$**	**28**	$	329
Deferred		**279**		406
Provision for income taxes	**$**	**307**	$	735

The provision for income taxes as reported differs from the application of domestic federal and state statutory rates primarily as the result of the benefit from the net operating loss, which is offset by an increase in a corresponding valuation allowance, as well as various permanent and temporary differences.

(All Dollar Amounts Stated in Thousands)

7. Income Taxes (continued)

Significant components of deferred tax assets and liabilities are as follows:

	2013	2012
Deferred tax assets:		
Allowance for doubtful accounts	**$ 19**	$ 13
Accrued vacation	**–**	11
Inventories	**367**	375
Accrued other	**305**	449
Accrued warranty	**136**	5
Basis difference of customer contracts and trademarks	**1,678**	1,519
Operating loss and contribution carryforwards	**7,700**	7,460
Foreign exchange loss	**–**	44
Valuation allowance	**(7,575)**	(5,449)
Total deferred tax assets	**2,630**	4,427
Deferred tax liabilities:		
Other	**(3)**	(6)
Depreciation	**(1,416)**	(1,498)
Basis difference of goodwill and other intangibles	**(2,344)**	(3,777)
Total deferred tax liabilities	**(3,763)**	(5,281)
Net deferred tax liabilities	**$ (1,133)**	$ (854)

The net current and non-current components of deferred taxes included in the consolidated balance sheets are as follows:

	2013	2012
Net current deferred tax assets	**$ 729**	$ 730
Net long-term deferred tax assets	**5,713**	3,865
Valuation allowance	**(7,575)**	(5,449)
Net deferred tax liability	**$ (1,133)**	$ (854)

At June 30, 2013, the Company has federal net operating loss carryforwards with a tax benefit of approximately $6,546, which expire between 2024 and 2034, and various state net operating loss carryforwards with a tax benefit of $1,028, which expire between 2023 and 2034. The Company also has certain credit and contribution carryforwards of $126.

8. Equity Option Plan

The Company has adopted the Duncan Solutions, Ltd. Stock Option Plan (the Plan). The Plan provides for the granting of equity options in Duncan Solutions, Ltd. to employees as approved by the Board of Directors of Duncan Solutions, Ltd.

There were no options granted during the year ended June 30, 2013, and 8,385 options outstanding at June 30, 2013.

There were 875 options granted during the year ended June 30, 2012, and 8,385 options outstanding at June 30, 2012.

Total compensation cost incurred for the Plan is included in general and administrative expense and was $175 and $532 for the years ended June 30, 2013 and 2012, respectively.

9. Defined-Contribution Plan

The Company participates in a multi-employer 401(k) plan (the 401(k) Plan). The 401(k) Plan provides for a company match to participant contributions.

Total compensation cost incurred for the 401(k) Plan was $326 and $315 for the years ended June 30, 2013 and 2012, respectively.

10. Line of Credit and Notes Payable

Revolving Line of Credit

The Company entered into a revolving credit agreement with Bank of America, dated December 14, 2010, providing for funds to be used for working capital purposes. The borrowing limit is $6,000. The annual interest rate of BBI LIBOR Daily Floating Rate Plus 3% annum is paid monthly. The agreement is secured by a continuing security agreement and outstanding accounts receivable. The amount borrowed on the line-of-credit agreement was $2,762 at June 30, 2013. The agreement expires on February 15, 2015.

Equipment Financing Term Notes Payable

The Company had a note with a bank for the purchase of computer equipment for $363. The outstanding balances were paid in full in fiscal year 2012.

(All Dollar Amounts Stated in Thousands)

11. Capital Leases

The following is a schedule by years of future minimum lease payments under capital leases together with the present value of net minimum lease payments as of June 30, 2013.

Year ending June 30:	
2014	$ 65
2015	28
2016	5
Total minimum lease payments	98
Less amount representing interest	8
Present value of net minimum lease payments[a]	$ 90

[a]Reflected in the consolidated balance sheet as current and non-current obligations under capital leases of $62 and $28, respectively.

Ernst & Young LLP

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