Boss Holdings, Inc.
and Subsidiaries

Consolidated Financial Statements
December 29, 2012

Contents

McGladrey

Independent Auditor's Report

To the Board of Directors
Boss Holdings, Inc.
Kewanee, Illinois

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of Boss Holdings, Inc. and subsidiaries which comprise the consolidated balance sheets as of December 29, 2012 and December 31, 2011, and the related consolidated statements of comprehensive income, stockholders' equity and cash flows for the periods ended December 29, 2012, December 31, 2011 and December 25, 2010 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 consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion of 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 consolidated 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 consolidated financial statements referred to above present fairly, in all material respects, the financial position of Boss Holdings, Inc. and subsidiaries as of December 29, 2012 and December 31, 2011, and the results of their operations and their cash flows for the periods ended December 29, 2012, December 31, 2011 and December 25, 2010 in accordance with accounting principles generally accepted in the United States of America.

McGladrey LLP

Davenport, Iowa
May 20, 2013

Boss Holdings, Inc.
and Subsidiaries

Consolidated Balance Sheets
(Dollars in Thousands, Except Per Share Data)

Assets	**December 29, 2012**	December 31, 2011
Current Assets:		
Cash and cash equivalents	**$ 4,258**	$ 3,144
Accounts receivable, net of allowance for doubtful accounts and returns 2012 $352; 2011 $458	**8,169**	9,534
Inventories	**25,381**	23,166
Deferred tax asset	**1,814**	2,384
Prepaid expenses and other	**637**	464
Total current assets	**40,259**	38,692
Property and Equipment, net	**3,081**	3,210
Intangibles, net of accumulated amortization	**174**	379
Goodwill	**2,853**	2,853
Deferred Tax Asset	**648**	1,131
	$ 47,015	$ 46,265

Liabilities and Stockholders' Equity		
Current Liabilities:		
Current portion of long-term debt	**$ 243**	$ 267
Accounts payable	**3,851**	3,961
Accrued payroll and related expenses	**1,519**	1,369
Accrued promotional expenses	**808**	1,014
Other accrued liabilities	**1,281**	1,399
Total current liabilities	**7,702**	8,010
Long-Term Debt	**592**	822
Commitments and Contingencies (Note 4)		
Stockholders' Equity:		
Common stock, $.25 par value; authorized 10,000,000 shares; issued and outstanding 2,026,983 shares and 1,976,489 shares in 2012 and 2011, respectively	**507**	494
Additional paid-in capital	**65,373**	65,598
Accumulated (deficit)	**(27,259)**	(28,749)
Accumulated other comprehensive income	**100**	90
Total stockholders' equity	**38,721**	37,433
	$ 47,015	$ 46,265

See Notes to Consolidated Financial Statements.

Boss Holdings, Inc.
and Subsidiaries

Consolidated Statements of Comprehensive Income
Years Ended December 29, 2012, December 31, 2011 and December 25, 2010
(Dollars in Thousands, Except Per Share Data)

	2012	2011	2010
Net sales	**$ 64,829**	$ 62,868	$ 55,530
Cost of sales	**48,838**	47,056	40,666
Gross profit	**15,991**	15,812	14,864
Operating expenses	**13,028**	13,526	11,925
Operating income	**2,963**	2,286	2,939
Other income and (expenses):			
Interest income	**2**	4	14
Interest expense	**(52)**	(58)	(84)
Other	**21**	(13)	(17)
	(29)	(67)	(87)
Income before income tax expense	**2,934**	2,219	2,852
Income tax expense	**3,608**	2,657	1,209
Change in deferred tax asset valuation	**(2,164)**	(2,000)	(1,550)
Net income	**1,490**	1,562	3,193
Other comprehensive income, net of tax:			
Foreign currency translation adjustments	**10**	(40)	37
Unrealized holding gains on interest rate swap agreements	**-**	1	12
	10	(39)	49
Comprehensive income	**$ 1,500**	$ 1,523	$ 3,242
Basic earnings per common share	**$ 0.73**	$ 0.79	$ 1.57
Diluted earnings per common share	**$ 0.71**	$ 0.74	$ 1.50

See Notes to Consolidated Financial Statements.

Boss Holdings, Inc.
and Subsidiaries

Consolidated Statements of Stockholders' Equity
Years Ended December 29, 2012, December 31, 2011 and December 25, 2010
(Dollars and Shares In Thousands)

	Common Stock		Additional Paid-In	Accumulated	Accumulated Other Comprehensive	Total Stockholders'
	Shares	Dollars	Capital	(Deficit)	Income	Equity
Balance, December 26, 2009	2,116	$ 529	$ 66,727	$ (33,504)	$ 80	$ 33,832
Exercise of stock options; 8 shares	8	2	27	-	-	29
Repurchase of 140 shares of common stock, net of $61 of expenses	(140)	(35)	(1,094)	-	-	(1,129)
Net income	-	-	-	3,193	-	3,193
Other comprehensive income	-	-	-	-	49	49
Balance, December 25, 2010	1,984	496	65,660	(30,311)	129	35,974
Repurchase of 8 shares of common stock	(8)	(2)	(62)	-	-	(64)
Net income	-	-	-	1,562	-	1,562
Other comprehensive (loss)	-	-	-	-	(39)	(39)
Balance, December 31, 2011	1,976	494	65,598	(28,749)	90	37,433
Exercise of stock options; 135 shares	135	34	232	-	-	266
Repurchase of 84 shares of common stock	(84)	(21)	(714)	-	-	(735)
Net income	-	-	-	1,490	-	1,490
Other comprehensive income	-	-	-	-	10	10
Income tax benefit related to share based compensation	-	-	257	-	-	257
Balance, December 29, 2012	**2,027**	**$ 507**	**$ 65,373**	**$ (27,259)**	**$ 100**	**$ 38,721**

See Notes to Consolidated Financial Statements.

Boss Holdings, Inc.
and Subsidiaries

Consolidated Statements of Cash Flows
Years Ended December 29, 2012, December 31, 2011 and December 25, 2010
(Dollars in Thousands)

	2012	2011	2010
Cash Flows from Operating Activities:			
Net income	**$ 1,490**	$ 1,562	$ 3,193
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Depreciation and amortization	**675**	694	651
Excess tax benefits related to share-based compensation	**257**	-	-
Deferred tax expense (benefit)	**1,053**	396	(552)
Changes in assets and liabilities net of acquisitions:			
(Increase) decrease in:			
Accounts receivable	**1,388**	(1,439)	72
Inventories	**(2,180)**	(3,165)	(4,377)
Prepaid expenses and other	**(173)**	1	68
Other assets	**(1)**	(13)	150
Increase (decrease) in:			
Accounts payable	**(131)**	658	1,064
Accrued liabilities	**(221)**	925	95
Net cash provided by (used in) operating activities	**2,157**	(381)	364
Cash Flows from Investing Activities:			
Purchases of property and equipment	**(361)**	(562)	(362)
Acquisitions	**-**	-	(1,279)
Net cash used in investing activities	**(361)**	(562)	(1,641)
Cash Flows from Financing Activities:			
Net payments on revolving line of credit	**-**	-	20
Repurchase of common stock	**(735)**	(64)	(1,129)
Proceeds from long-term debt	**-**	288	-
Repayment of long-term obligations	**(266)**	(398)	(446)
Proceeds from exercise of stock options	**266**	-	29
Net cash used in financing activities	**(735)**	(174)	(1,526)
Effect of exchange rate changes on cash	**$ 53**	$ (50)	$ 64

(Continued)

Boss Holdings, Inc.
and Subsidiaries

Consolidated Statements of Cash Flows (Continued)
Years Ended December 29, 2012, December 31, 2011 and December 25, 2010
(Dollars in Thousands)

	2012	2011	2010
Increase (decrease) in cash and cash equivalents	**$ 1,114**	$ (1,167)	$ (2,739)
Cash and cash equivalents:			
Beginning	**3,144**	4,311	7,050
Ending	**$ 4,258**	$ 3,144	$ 4,311
Supplemental Disclosures of Cash Flows Information, cash payments for:			
Interest paid	**$ 52**	$ 58	$ 84
Income taxes paid, net	**191**	172	123

See Notes to Consolidated Financial Statements.

Note 1. Nature of Business and Significant Accounting Policies

Nature of business:

Boss Holdings, Inc. and its subsidiaries are engaged in the import, marketing and distribution of gloves, boots, rainwear, pet supplies and cell phone accessories, as well as custom imprinting of inflatable and other products for the advertising specialties industry. Customers, located throughout the world, include retailers ranging from convenience stores to mass merchandisers and various commercial users. The Company sells its products primarily through distributors and manufacturer's representatives.

Significant accounting policies:

Principles of consolidation: The accompanying consolidated financial statements include the accounts of Boss Holdings, Inc. ("BHI"), and its wholly-owned subsidiary, Boss Manufacturing Holdings, Inc. and subsidiaries ("BMHI") (collectively, the "Company"). All significant intercompany balances and transactions have been eliminated in the consolidated financial statements.

Fiscal year: The Company maintains a 52/53-week year ending on the last Saturday of the calendar year. Years 2012 and 2010 contained 52 weeks and 2011 contained 53 weeks.

Use of estimates in the preparation of financial statements: The preparation of financial statements, in conformity with accounting principles generally accepted in the United States of America, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Cash and cash equivalents: Cash and cash equivalents consist of cash on hand, time deposits, and liquid debt instruments such as commercial paper with maturities of three months or less from the date of purchase.

Accounts receivable: Accounts receivable are carried at original invoice amount less an estimate made for doubtful receivables based on a review of all outstanding amounts on a monthly basis. Management determines the allowance for doubtful accounts by identifying troubled accounts and by using historical experience applied to an aging of accounts. Accounts receivable are written off when deemed uncollectible. Recoveries of trade receivables previously written off are recorded when received.

An account is considered to be past due if any portion of the receivable balance is past due more than 60 days. The provision for bad debts charged to expense was $55, $180 and $177 for the years ended 2012, 2011 and 2010, respectively.

Revenue recognition: The Company recognizes revenue from product sales at the time of shipment based on standard terms of FOB shipping point, with title passing to the customer at time of shipment. Management records estimated reductions to revenue for various customer programs and incentive offerings primarily in the consumer market of the work gloves and protective wear segment. These programs include the following:

- Rebates and other volume-based incentives – The Company records a revenue reduction and associated accrued liability each period based on the estimated rebate total. Rebates paid are then charged to the accrued liability. Each quarter, management compares the accrued liability balance to the estimated rebates payable compiled for all customers and makes adjustments as appropriate to revenues and the accrued rebate liability.

(Dollars in Thousands, Except Per Share Data)

Note 1. Nature of Business and Significant Accounting Policies (Continued)

- Terms discounts – the Company offers cash discounts to certain customers, recorded as revenue reductions in each period with an associated accounts receivable allowance. Management periodically analyzes this allowance account to ensure its adequacy, adjusting sales and the accounts receivable allowance when appropriate.
- Cooperative advertising and marketing allowances – the Company supports certain customer advertising and marketing initiatives to promote product sales at retail. In many cases, customers advertise Company products using mutually agreed specifications such as the Boss logo and trade names, with the Company then reimbursing a portion of the advertising cost incurred by the customer. The Company also supports various other advertising and marketing initiatives to promote sales. All such costs are treated as a reduction of revenues for accounting purposes.
- To a lesser extent, the Company occasionally utilizes additional incentives to increase market share such as buying back a competitor's inventory from a new customer, offering conversion allowances and providing other new customer incentives. Such methods are common in certain retail industry channels. All such costs are treated as a reduction of revenues for accounting purposes.

As of December 29, 2012 and December 31, 2011, the Company's accrual for customer advertising and promotional activities totaled $808 and $1,014, respectively. The Company has received no material allowances or credits from any vendors in connection with the purchase or promotion of such vendor's products.

Cost of sales: The Company's cost of sales expense includes all costs incident to purchasing goods for sale, transporting them from the supplier to Company facilities, warehousing and shipping goods to the customer. Such costs include product cost, inbound freight, duty, brokerage fees and storage costs as well as shipping and handling costs associated with outbound shipments to customers.

Warranty costs and returns: The Company provides for estimated warranty costs and returns at the time of sale. Accrued costs of warranty obligations and returns are classified as accrued liabilities and are immaterial to the financial statements as a whole.

Inventories: Inventories are valued at the lower of cost or market using primarily the first-in, first-out ("FIFO") method. The Company provides estimated inventory allowances for excess, slow moving and obsolete inventory whose carrying value is in excess of net realizable value. Inventories consist of finished goods for the periods presented.

Property and equipment and depreciation: Property and equipment is recorded at historical cost. The Company provides for depreciation generally using the straight-line method over the following estimated useful lives:

	Years
Machinery and equipment	10
Office furniture and equipment	3 - 10
Buildings and improvements	10 - 39

Depreciation expense was $470, $472 and $431 for 2012, 2011 and 2010, respectively.

(Dollars in Thousands, Except Per Share Data)

Note 1. Nature of Business and Significant Accounting Policies (Continued)

Goodwill and other intangibles: Goodwill represents the excess of purchase price over the fair value of the identifiable net assets acquired. In accordance with FASB ASC Topic 350, goodwill is not amortized and, instead, is evaluated for impairment at least annually. The Company performs its impairment test in December each year. Other intangible assets are recorded at cost and amortized over their estimated useful life (see Note 9).

Long-lived assets are evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. The estimated future cash flows are based upon, among other things, assumptions about expected future operating performance, and may differ from actual cash flows. If the sum of the projected undiscounted cash flows (excluding interest) is less than the carrying value of the assets, the assets will be written down to the estimated fair value in the period in which the determination is made.

The cost and accumulated amortization of other intangible assets as of December 29, 2012 and December 31, 2011 is as follows:

	Estimated Life (Years)	Cost	Accumulated Amortization	Net Book Value
		2012		
Customer lists/noncompete:				
Canadawide Safety	4	$ 109	$ 109	$ -
Dipcraft	5	343	343	-
Galaxy	7.5	170	170	-
AGA	5	300	219	81
Aries-Customer List	5	29	14	15
Aries-Noncompete	4	100	60	40
Trademarks	5	242	204	38
Patents	10	15	15	-
		$ 1,308	$ 1,134	$ 174
		2011		
Customer lists/noncompete:				
Canadawide Safety	4	$ 109	$ 109	$ -
Dipcraft	5	343	284	59
Galaxy	7.5	170	167	3
AGA	5	300	130	170
Aries-Customer List	5	29	8	21
Aries-Noncompete	4	100	35	65
Trademarks	5	241	180	61
Patents	10	15	15	-
		$ 1,307	$ 928	$ 379

Amortization of intangible assets is expected to be approximately $91 in 2013, $70 in 2014, and $13 in 2015.

The Company's goodwill impairment evaluation as of December 29, 2012 and December 31, 2011 indicated that the goodwill for the Galaxy acquisition was not impaired.

Note 1. Nature of Business and Significant Accounting Policies (Continued)

Concentrations of credit risk: The Company's financial instruments that are exposed to concentrations of credit risk consist primarily of cash, cash equivalents and accounts receivable.

The Company places its cash and temporary cash investments with high credit quality financial institutions. The combined account balances at each institution periodically exceed federally issued limits. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on cash and cash equivalents.

Concentrations of credit risk with respect to accounts receivable are limited due to the diversity of the Company's customer base. The Company's management has established certain credit requirements that its customers must meet before sales credit is extended. The Company generally does not require collateral, but monitors the financial condition of its customers to help ensure collections and to minimize losses. Historically, the Company has not experienced significant losses related to accounts receivable from individual customers or from groups of customers in any geographic area.

Foreign currency translation: Financial statements of the Company's Canadian subsidiary are translated into U.S. dollars using fiscal year-end exchange rates for assets and liabilities, and average exchange rates during the year for the results of operations. Translation adjustments of the Canadian accounts are reported as a separate component of other comprehensive earnings within stockholders' equity. Exchange rate adjustments related to foreign currency transactions are recognized in comprehensive income.

Income taxes: The Company accounts for income taxes using the asset and liability method. Under this method, deferred income tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred income tax assets and liabilities are measured using enacted tax rates applied to taxable income. The effect on deferred income tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The Company accounts for stock options using the tax-law-ordering approach which recognizes an excess tax benefit when a stock option deduction is used on the company's tax return, before an NOL or another tax attribute. A valuation allowance is provided for deferred income tax assets when it is more likely than not that the asset will not be realized.

Advertising costs: The Company generally expenses the cost of advertising the first time advertising takes place. Costs of trade shows and developing advertising materials are expensed at the time of the trade shows or as the advertising materials are produced and distributed to customers. Advertising expense for 2012, 2011 and 2010 was $505, $670 and $457, respectively.

Stock based compensation: The Company calculates stock-based compensation by estimating the fair value of each option using the Black-Scholes option pricing model. The Company's determination of fair value of share-based payment awards is made as of their respective dates of grant using that option pricing model and is affected by the Company's stock price as well as a number of subjective assumptions. These variables include, but are not limited to, the Company's expected stock price volatility over the term of the awards and actual and projected employee stock option exercise behavior. The expected term of options granted is derived from historical data on employee exercises and post-vesting employment termination behavior. The risk-free rate selected to value any particular grant is based on the U.S. Treasury rate that corresponds to the pricing term of the grant effective as of the date of the grant. The expected volatility is based on the historical volatility of the Company's stock price. These factors, as they pertain to future grants, could change in the future, affecting the determination of stock-based compensation expense in future periods.

(Dollars in Thousands, Except Per Share Data)

Note 1. Nature of Business and Significant Accounting Policies (Continued)

Earnings per share: Basic net earnings per common share is based upon the weighted average number of common shares outstanding during the period. Diluted net earnings per common share is based upon the weighted average number of common shares outstanding plus dilutive potential common shares, including options outstanding during the period.

Recently adopted accounting pronouncements: During the year ended December 29, 2012 the Company adopted ASU 2011-08, *Intangibles – Goodwill and Other (Topic 350)*: *Testing Goodwill for Impairment*, which allows an entity to make an initial qualitative evaluation, based on the entity's events and circumstances, to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. The results of this qualitative assessment determine whether it is necessary to perform the currently required two-step impairment test. The adoption of this guidance did not have a material impact on the Company's financial position, results of operations and cash flows.

During the year ended December 29, 2012 the Company adopted ASU 2011-05, *Comprehensive Income (Topic 220):* Presentation of Comprehensive Income, which eliminated the option to present components of other comprehensive income as part of the statement of changes in stock holders' equity. The amendments require that all non-owner changes in stockholders' equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The amendments did not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. The Company chose to present comprehensive income in a single continuous statement.

Subsequent events: The Company has evaluated subsequent events through May 20, 2013, the date on which the financial statements were available to be issued, in preparing the consolidated financial statements and notes thereto.

Note 2. Property and Equipment

Property and equipment as of December 29, 2012 and December 31, 2011 is as follows:

	2012	2011
Land	$ 410	$ 410
Machinery and equipment	2,183	2,064
Buildings and improvements	2,592	2,592
Office furniture and equipment	3,279	-
Construction in progress	30	3,148
	8,494	8,214
Less accumulated depreciation	5,413	5,004
	$ 3,081	$ 3,210

(Dollars in Thousands, Except Per Share Data)

Note 3. Long-Term Obligations

Long-term debt as of December 29, 2012 and December 31, 2011 is as follows:

	2012	2011
BHI revolving line of credit. (A)	$ -	$ -
Boss Canada Inc revolving line of credit. (B)	-	-
Boss Manufacturing Company mortgage note payable to a lender. Requires monthly principal payments of $4, plus interest at 3.69%. Collateralized by certain real property of Boss Manufacturing Company located in Kewanee, Illinois.	537	589
Boss Canada Inc. term note payable to a lender. Requires monthly payment of $7 Canadian Dollar ($7 US Dollar), using December 29, 2012 exchange rate of 1.0051, at 6.3% from June 2008 through May 2014. Collateralized by accounts receivable and inventory of Boss Canada Inc.	114	183
Boss Manufacturing Company loan agreement with a local governmental agency. Requires monthly payments of $3, including interest at 3%, through October 2012. Collateralized by certain real property of Boss Manufacturing Company's Kewanee, Illinois facilities.	-	33
Capital lease obligations with various lending agencies. Requiring monthly payments ranging from $7 to $1, including various interest rates and maturity dates. Collateralized by leased equipment.	184	284
	835	1,089
Less current maturities	243	267
	$ 592	$ 822

(A) Effective December 15, 2011, the Company modified its loan and security agreement (the Credit Agreement) with a commercial bank. The revised Credit Agreement expires June 30, 2013 and provides a revolving credit facility up to $7,000 based on a formula that includes eligible accounts receivable and inventories. Interest is payable monthly at the bank's prime rate less 1.50% or, at the Company's option, LIBOR plus 1.00% (effective rate of 1.84% as of December 29, 2012). The Company incurs an unused line fee of 1/8% per annum on the unused portion of the credit facility. As of December 29, 2012 and December 31, 2011, the Company had no borrowings on the revolving credit facility. Availability under this credit agreement was $7,000 as of December 29, 2012.

The Credit Agreement includes certain restrictive covenants and requires maintenance of certain financial ratios including current ratio, minimum tangible net worth, debt service coverage and debt to tangible net worth. The Company's accounts receivable and inventories secure the credit facility.

(B) Effective December 21, 2011, the Company modified its loan and security agreement (the Credit Agreement) with a commercial bank for Boss Canada. The revised Credit Agreement expires in June 30, 2013 and provides a revolving credit facility up to $100 Canadian based on a formula that includes eligible accounts receivable and inventories. Interest is payable monthly at the bank's Canadian prime rate (effective rate of 3.00% as of December 29, 2012). As of December 29, 2012 and December 31, 2011, the Company had no borrowings on the Canadian revolving credit facility. Availability under this credit agreement was $100 Canadian as of December 29, 2012.

The Credit Agreement includes certain restrictive covenants and requires maintenance of certain financial ratios including current ratio, minimum tangible net worth, debt service coverage, and debt to tangible net worth. The Company's accounts receivable and inventories secure the credit facility.

(Dollars in Thousands, Except Per Share Data)

Note 3. Long-Term Obligations (Continued)

Scheduled principal payments of long-term debt are as follows:

Year ending:		
December 28, 2013	$	243
December 27, 2014		159
December 26, 2015		433
	$	835

Note 4. Commitments and Contingencies

Leases: The Company leases certain office and operating facilities and certain equipment under operating lease agreements that expire on various dates through 2014 and require the Company to pay all maintenance costs. Rent expense under these leases was $491, $474 and $569 for 2012, 2011 and 2010, respectively.

The following is a schedule by year of future minimum payments under the operating lease agreements:

Year ending:		
December 28, 2013	$	621
December 27, 2014		302
December 26, 2015		55
Total minimum lease payments	$	978

Licensing: During 2002, the Company entered into a license agreement for the use of certain trademarks in its products which requires the payment of guaranteed or minimum royalties. The Company incurred royalties of $478, $523 and $373 in 2012, 2011 and 2010, respectively. The Company has extended the agreement with provisions for the payment of guaranteed or minimum royalties of $460 in 2013.

Litigation: The Company is a party to various legal actions incident to the normal operation of its business. These lawsuits primarily involve claims for damages arising out of commercial disputes. The Company has been named as a defendant in several lawsuits alleging past exposure to asbestos contained in gloves manufactured or sold by one of the Company's predecessors-in-interest, all of which actions are being defended by one or more of the Company's products liability insurers. Management believes the ultimate disposition of these matters should not materially impact the Company's consolidated financial position, operations or liquidity.

(Dollars in Thousands, Except Per Share Data)

Note 5. Stock Options

The Company adopted two stock option plans in 1998 providing for the issuance of options covering up to 425,000 shares of common stock to be issued to officers, directors or consultants to the Company. In 2004, an equity-based incentive program was adopted allowing the issuance of up to 150,000 shares of common stock in the form of any of the following: stock options, stock appreciation rights, performance based stock awards and restricted stock units. Various vesting conditions apply to these options, based on either tenure or certain performance criteria. Stock option transactions are summarized as follows:

	Year Ended					
	December 29, 2012		December 31, 2011		December 25, 2010	
	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price
Outstanding, beginning	221,000	$ 3.93	221,000	$ 3.93	231,000	$ 3.92
Granted	-	-	-	-	-	-
Exercised	(135,000)	1.97	-	-	(8,000)	3.63
Expired	-	-	-	-	(2,000)	-
Outstanding, ending	86,000	$ 7.01	221,000	$ 3.93	221,000	$ 3.93
Options exercisable, end of year	86,000	$ 7.01	221,000	$ 3.93	221,000	$ 3.93

Note 6. Earnings Per Share

The following table sets forth the computation of basic and diluted earnings per share:

	Year Ended		
	December 29, 2012	December 31, 2011	December 25, 2010
Numerator, earnings attributable to common stockholders	$ 1,490	$ 1,562	$ 3,193
Denominator:			
Basic-weighted average common shares outstanding	2,053,230	1,984,079	2,030,475
Dilutive effect of employee stock options	39,526	116,777	97,236
Diluted outstanding shares	2,092,756	2,100,856	2,127,711
Basic earnings, per common share	$ 0.73	$ 0.79	$ 1.57
Diluted earnings, per common share	0.71	0.74	1.50

(Dollars in Thousands, Except Per Share Data)

Note 7. Related Party Transactions

During 2012, 2011 and 2010, compensation, fees and expense reimbursements paid to directors or their affiliates totaled $491, $375 and $433, respectively.

Note 8. Acquisitions

In July of 2010, Boss Tech Products, Inc., an indirect subsidiary of Boss Holdings, Inc. (“BHI”), purchased the cell phone accessory distribution business and related assets of Aries Manufacturing, Inc., an Illinois corporation (“Aries”), pursuant to an Asset Purchase and Sale Agreement. Aries, headquartered in Libertyville, IL, markets cell phone accessories, including wireless headsets, car chargers and related accessories through multiple distribution channels, including service stations, convenience stores and truck stops.

The base purchase price was $1,279 and was funded with cash.

Allocation of purchase cost:		
Current assets	$	1,134
Property and equipment		16
Customer lists		29
Noncompete		100
	$	1,279

Note 9. Goodwill and Intangible Assets

In connection with its purchases of Galaxy during 2004 the Company recorded goodwill of $2,853. Goodwill represents the excess of purchase price and related costs over the value assigned to the net tangible and identifiable intangible assets of the business acquired. The Company does not amortize the goodwill associated with these acquisitions since it has an indefinite life. Instead, management tests goodwill for impairment in the fourth quarter of each year, or if certain circumstances indicate the existence of a possible impairment. Management’s impairment test considers the carrying value of the reporting unit for each acquisition, including goodwill, in relation to its fair value based upon earnings generated. Expected earnings are calculated based on a discounted cash flow methodology. The determination of the reporting units is based on the Company’s organizational structure and the financial information that is provided to and reviewed by management.

The Company’s goodwill impairment evaluation as of December 29, 2012, December 31, 2011 and December 25, 2010 indicated that the goodwill for the Galaxy acquisition was not impaired.

The Company’s evaluations used significant assumptions including: expected future revenue and expense growth rates, cost of capital, discount rate and forecasted capital expenditures. The projections for the Company’s goodwill impairment evaluation as of December 29, 2012 assume continued sales growth for Galaxy and stable income from operations. Assumptions and estimates about future cash flows and discount rates are complex and may be subjective. They can be affected by a variety of external and internal factors. Management believes the assumptions and estimates made in these evaluations were reasonable and appropriate, however, different assumptions and estimates could materially impact the projected earnings.

(Dollars in Thousands, Except Per Share Data)

Note 10. Income Taxes

The Company records income taxes based on its consolidated tax return. Current and deferred federal and state tax expense (benefit) is as follows:

	Year Ended December 29, 2012	Year Ended December 31, 2011	Year Ended December 25, 2010
Current income tax expense:			
Federal	$ 253	$ 66	$ 49
State and local	138	195	154
	391	261	203
Deferred income tax expense (benefit):			
Federal	1,000	436	(517)
State and local	53	(40)	(27)
	1,053	396	(544)
Total income tax expense (benefit)	$ 1,444	$ 657	$ (341)

Income taxes recorded by the Company differ from the amounts computed by applying the statutory U.S. federal income tax rate to net earnings before income taxes. The following schedule reconciles income tax expense (benefit) at the statutory rate and the actual income tax expense as reflected in the consolidated statements of income for the respective periods:

	Year Ended December 29, 2012	Year Ended December 31, 2011	Year Ended December 25, 2010
Income tax expense computed at the U.S. corporate tax rate of 34%	$ 998	$ 755	$ 970
Adjustments attributable to:			
State income taxes, net of the federal benefit	85	102	83
Change in deferred ax asset valuation allowance	(2,164)	(2,000)	(1,550)
Expiration of unused operating loss carryforwards	2,523	1,628	-
Effect of foreign operations	(5)	(4)	43
Other	7	176	113
Total income tax expense (benefit)	$ 1,444	$ 657	$ (341)

(Dollars in Thousands, Except Per Share Data)

Note 10. Income Taxes (Continued)

The temporary differences result in a net deferred income tax asset that is reduced by a related valuation allowance, summarized as follows:

	December 29, 2012	December 31, 2011
Deferred income tax assets:		
Operating loss carryforwards	$ 499	$ 3,626
Accounts receivable	140	194
Accruals	280	374
Compensation related	289	333
Inventories	497	467
Intangibles	248	228
Tax credit carryforwards	640	610
Gross deferred tax assets	2,593	5,832
Deferred tax asset valuation allowance	36	2,200
Net deferred income tax assets	2,557	3,632
Deferred income tax liabilities	95	117
Net deferred income tax assets	2,462	3,515
Less current portion	1,814	2,384
Net deferred income tax assets	$ 648	$ 1,131

Included in the tax credit carryforward is approximately $640 of alternative minimum tax credits which may be carried forward indefinitely. These credits are available to reduce future income taxes payable.

Because of losses in prior years, the Company has available, for U.S. income tax purposes, NOL carryforwards of approximately $1,468. At the end of 2012 $2,523 of unused NOL carryforwards expired and during the fourth quarter of 2012, the Company reevaluated its estimates and, based upon its current and projected profitability determined that it was more likely than not that it would be able to utilize all of its remaining NOL carryforwards. Accordingly, at the end of 2012 the Company reduced its valuation allowance by $2,164. As of December 29, 2012, the Company had operating loss carryforwards for U.S. income tax purposes of $1,468 available to reduce future taxable income through the following years:

Year of expiration:	
2019	$ 535
Thereafter	933
	$ 1,468

As of December 29, 2012, the Company had operating loss carryforwards for Canadian income tax purposes of approximately $481. The operating losses are available to reduce future taxable income through the following years:

Year of expiration:	
2016	$ 44
Thereafter	437
	$ 481

Note 10. Income Taxes (Continued)

On December 31, 2006, the Company adopted FASB guidance related to, *Accounting for Uncertainty in Income Taxes.* This guidance clarifies the criteria that an individual tax position must satisfy for some or all of the benefits of that position to be recognized in a company's financial statements. The guidance also prescribes a recognition threshold of more−likely−than−not, and a measurement attribute for all tax positions taken or expected to be taken on a tax return, in order for those tax positions to be recognized in the financial statements. The adoption had no impact on the Company's consolidated financial statements.

During 2012, there were no settlements with state taxing authorities. The Company is generally no longer subject to state, local and foreign income tax examinations by tax authorities for years prior to 2008, and no longer subject to U.S. federal income tax examinations for years prior to 2009. The Company recognizes interest and penalties related to income tax matters in the provision for income taxes. All unrecognized tax benefits, if recognized, would affect the effective tax rate. The liability for unrecognized tax benefits includes accrued interest for tax positions, which either do not meet the more−likely−than−not recognition threshold or where the tax benefit is measured at an amount less than the tax benefit claimed or expected to be claimed on an income tax return.

Note 11. Reverse Stock Split

During the second quarter of 2010, the Company's stockholders approved the repurchase of shares of common stock from stockholders owning less than 100 shares of the Company's common stock by means of a reverse stock split, followed immediately by a matching forward stock split. The resulting amendments to the Company's certificate of incorporation were filed during April 2010 and the Company terminated the registration of its shares with the SEC.