Image Technology Laboratories, Inc.

UNAUDITED FINANCIAL STATEMENTS

For the Years Ended
December 31, 2013 and 2012

Image Technology Laboratories, Inc.
BALANCE SHEETS
As of December 31, 2013 and 2012

	December 31, 2013 (Unaudited)	December 31, 2012 (Unaudited)
ASSETS		
Cash and cash equivalents	$ 36,157	$ 57,340
Accounts receivable	28,806	100,638
Deposits	1,648	6,000
TOTAL CURRENT ASSETS	$ 66,611	$ 163,978
TOTAL ASSETS	$ 66,611	$ 163,978
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	**$** 84,458	**$** 89,815
Accrued salaries	145,716	36,821
TOTAL CURRENT LIABILITIES	$ 230,174	$ 126,636
LONG-TERM LIABILITIES		
Long-term note payable	63,684	68,684
TOTAL LIABILITIES	$ 293,858	$ 195,320
STOCKHOLDERS' DEFICIT		
Convertible Preferred stock - Series B, 1,500 shares authorized at $0.01 par value, 1,363 and 1,313 shares issued and outstanding as of December 31, 2013 and 2012, respectively	**$** 15	**$** 14
Preferred stock - Series C, 1,500,000 shares authorized at $0.01 par value, 1,500,000 shares issued and outstanding	15,000	15,000
Common stock, 50,000,000 shares authorized at $0.01 par value, 15,238,778 shares issued and outstanding	152,388	152,388
Additional paid in capital	3,848,509	3,847,598
Other comprehensive income	(50,516)	(49,604)
Retained deficit	(4,192,643)	(3,996,738)
Total stockholders' deficit	(227,247)	(31,342)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$ 66,611	$ 163,978

The accompanying notes are an integral part of these financial statements.

Image Technology Laboratories, Inc.
STATEMENTS OF OPERATIONS
For the Years Ended December 31, 2013 and 2012

	December 31, 2013	December 31, 2012
	(Unaudited)	(Unaudited)
Revenue	$ 148,797	$ 545,828
Cost of revenue	49,477	93,495
GROSS PROFIT	$ 99,320	$ 452,333
Operating expenses		
General and administrative	$ 291,526	$ 357,709
Total operating expenses	$ 291,526	$ 357,709
Net operating profit (loss)	$ (192,206)	$ 94,624
Interest expense	(2,991)	(5,379)
Income tax expense	(708)	(1,084)
NET INCOME (LOSS)	$ (195,905)	$ 88,161
INCOME (LOSS) PER SHARE		
Basic	$ (0.01)	$ 0.01
Diluted	$ -	$ 0.00
WEIGHTED AVERAGE SHARES OUTSTANDING -		
Basic	15,238,778	15,238,778
Diluted	-	18,648,878

The accompanying notes are an integral part of these financial statements.

Image Technology Laboratories, Inc.
STATEMENT OF STOCKHOLDERS' DEFICIT
For the Years Ended December 31, 2013 and 2012
(Unaudited)

	Preferred Stock - Series A		Preferred Stock - Series B		Preferred Stock - Series C		Common Stock		Additional	Other		
	Shares	Aggregate Value	Shares	Aggregate Value	Shares	Aggregate Value	Shares	Aggregate Value	Paid-In Capital	Comprehensive Income	Retained Deficit	Total
Balance, December 31, 2011	-	$ -	1,263	$ 13	1,500,000	$ 15,000	15,238,778	$ 152,388	$ 3,845,376	$ (47,381)	$ (4,084,899)	$ (119,503)
Dividends	-	-	50	1	-	-	-	-	2,222	(2,223)	-	-
Net income for the year	-	-	-	-	-	-	-	-	-	-	88,161	88,161
Balance, December 31, 2012	-	$ -	1,313	$ 14	1,500,000	$ 15,000	15,238,778	$ 152,388	$ 3,847,598	$ (49,604)	$ (3,996,738)	$ (31,342)
Dividends	-	-	50	1	-	-	-	-	911	(912)	-	-
Net loss for the year	-	-	-	-	-	-	-	-	-	-	(195,905)	(195,905)
Balance, December 31, 2013	-	$ -	1,363	$ 15	1,500,000	$ 15,000	15,238,778	$ 152,388	$ 3,848,509	$ (50,516)	$ (4,192,643)	$ (227,247)

The accompanying notes are an integral part of these financial statements.

Image Technology Laboratories, Inc.
STATEMENTS OF CASH FLOWS
For the Years Ended December 31, 2013 and 2012

	December 31, 2013	December 31, 2012
	(Unaudited)	(Unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Income (Loss)	$ (195,905)	$ 88,161
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation	-	8,572
Change in operating assets and liabilities:		
---Accounts receivable	71,832	13,995
---Deposit	4,352	-
---Accounts payable and accrued expenses	103,538	(18,187)
Net cash provided by (used in) operating activities	(16,183)	92,541
CASH FLOWS FROM FINANCING ACTIVITIES		
Principal payments on debt	(5,000)	(89,367)
Net cash used in financing activities	(5,000)	(89,367)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(21,183)	3,174
Cash and cash equivalents, beginning of period	57,340	54,166
Cash and cash equivalents, end of period	$ 36,157	$ 57,340
SUPPLEMENTAL INFORMATION		
Interest Paid	$ -	$ -
Taxes Paid	$ -	$ -
Supplemental disclosure of non cash activities		
---Dividends	$ 912	$ 2,223

The accompanying notes are an integral part of these financial statements.

Notes to Financial Statements
December 31, 2013 and 2012
(Unaudited)

NOTE 1 - BUSINESS:

Image Technology Laboratories, Inc. (the "Company") was incorporated on December 5, 1997 and commenced operations on January 1, 1998. The Company develops software for a single database "Radiology Information System/Picture Archiving and Communication System", known as RIS/PACS for use in the management of patient information and medical images by hospitals and diagnostic imaging centers. The "PACS" portion of the system inputs and stores diagnostic images in digital format from original imaging sources such as: Computerized Tomography (CT), Magnetic Resonance Imaging (MRI), Ultrasound, Nuclear Imaging, Digital Mammography, Digital Fluoroscopy and Radiography.

The "RIS" portion of the system inputs and stores patient demographics, along with the appropriate insurance, billing and scheduling information required to complete the patient's visit. All of the data is retained in standard formats, including the DICOM and HL-7 standards.

The Company obtained its first contract for the sale of its WarpSpeed system and maintenance services in August 2002. The Company is no longer in the development stage, but continues to refine and enhance the capabilities of its WarpSpeed system.

The Company has incurred recurring losses and negative cash flows from operating activities since its inception. The Company had cash of $36,157, $163,563 working capital deficit and a stockholders' deficiency of $227,247 as of December 31, 2013. Management expects a reduction in the level of such losses as we increase the sales of our products. At times, in order to help in maximizing our working capital, our directors, officers and employees have contributed to capital or deferred compensation due under their agreements. It is anticipated, but not assured, that should the need arise, such contributions or deferrals might be available to us in the future.

Management believes that as a result of the proceeds from its recent financing activities, as well as anticipated cash flow generated by sales of or fees from its RIS/PACS solution, the Company should be able to continue to meet its obligations as they become due through at least December 31, 2014. Management also believes that if needed, the Company should be able to obtain additional capital resources from financing through financial institutions and other unrelated sources and/or through additional related party loans and private placements. However, there can be no assurance that the Company's operations will become profitable or that financing will be available. Accordingly, the accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amount and classification of liabilities that may result from the outcome of this uncertainty.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND RECENT ACCOUNTING PRONOUNCEMENTS:

Accounting Standards Codification

The Financial Accounting Standards Board (“FASB”) issued the FASB Accounting Standards Codification (“ASC”) effective for financial statements issued for interim and annual periods ending after September 15, 2009. The ASC is an aggregation of previously issued authoritative U.S. Generally Accepted Accounting Principles (“GAAP”) in one comprehensive set of guidance organized by subject area. In accordance with the ASC, reference in the accompanying notes to previously issued accounting standards have been replaced by ASC references. Subsequent revisions to GAAP will be incorporated into ASC through Accounting Standards Updates (“ASU”). The adoption of the ASC did not have an impact on the Company’s consolidated results of operations, cash flows, or financial position.

Recent Accounting Pronouncements

In June 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-10, "Development Stage Entities". The amendments in this update remove the definition of a development stage entity from the Master Glossary of the ASC thereby removing the financial reporting distinction between development stage entities and other reporting entities from U.S. GAAP. In addition, the amendments eliminate the requirements for development stage entities to (1) present inception-to-date information in the statements of income, cash flows, and shareholder equity, (2) label the financial statements as those of a development stage entity, (3) disclose a description of the development stage activities in which the entity is engaged, and (4) disclose in the first year in which the entity is no longer a development stage entity that in prior years it had been in the development stage. The amendments in this update are applied retrospectively. The early adoption of ASU 2014-10 removed the development stage entity financial reporting requirements from the Company.

Significant Accounting Policies

Basis of Presentation
The Company maintains its accounting records on an accrual basis in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP").

Going Concern
The Company has had continuing losses and negative cash flow from operating activities since inception. The accompanying financial statements have been prepared on the basis of accounting principles applicable to a going concern. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and retire its liabilities in other than the normal course of business and at amounts different from those in the accompanying financial statements. The Company's ability to continue as a going concern is dependent upon achieving profitable operations and/or obtaining additional financing. While management of the Company believes that both criteria will be achieved, there can be no assurance as to either outcome.

Use of Estimates
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 certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Revenue Recognition
Revenue from the sale of radiology and imaging services are recognized over the estimated period during which the applicable services are performed provided that the fees are fixed and determinable and collection is reasonably assured. Contracts for the sale of the Company's imaging systems involve multiple elements including the delivery and installation of software and hardware products, training and system maintenance. However, the Company cannot allocate the revenue from such contracts to each element based on the relative fair value of each element. Accordingly, it recognizes the revenue from a systems contract ratably over the period during which it is required to provide maintenance or any other services provided that the fees are fixed and determinable and collection is reasonably assured.

Any unearned revenue is included in deferred revenue in the balance sheet.

Fair Value of Financial Instruments
The Company adopted the FASB standard related to fair value measurement during the first quarter of fiscal 2009. The standard defines fair value, establishes a framework for measuring fair value and expands disclosure of fair value measurements. The standard applies under other accounting pronouncements that require or permit fair value measurements and, accordingly, does not require any new fair value measurements. The standard clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in

an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the standard established a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows.

- Level 1. Observable inputs such as quoted prices in active markets;
- Level 2. Inputs, other than quoted prices in active markets, that are observable either directly or indirectly; and
- Level 3. Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The Company's financial instruments are cash, accounts receivable, notes receivable, and accounts payable. The recorded values of cash, accounts receivable, notes receivable, and accounts payable approximate their fair values.

The following table presents assets and liabilities that were measured and recognized at fair value as of December 31, 2013 and 2012 and the years then ended on a recurring and nonrecurring basis:

Description	Level 1	Level 2	Level 3	Total Realized Loss
	$ -	$ -	$ -	$ -
Totals	$ -	$ -	$ -	$ -

Cash Equivalents
Cash equivalents include all highly liquid investments with an original maturity of three months or less when acquired. At December 31, 2013 and 2012, the Company has no cash equivalents.

Accounts Receivable
Accounts receivable are stated at the amount management expects to collect from the outstanding balances. Management provides for probable uncollectible amounts through a charge to earnings and a credit to a valuation allowance based upon its assessment of the current collection status of individual accounts. Delinquent amounts that are outstanding after management has conducted reasonable collection efforts are written off through a charge to the valuation allowance and a credit to accounts receivable. Based on management's review, there is no need for an allowance for doubtful accounts at either December 31, 2013 or 2012.

Concentrations of Credit Risk
The Company derived substantially all of its revenues in both 2013 and 2012 from a limited number of customers, and all of its accounts receivable are also from these same few customers. The Company closely monitors the extension of credit to its customers while maintaining allowances, if necessary, for potential credit losses. On a periodic basis, the Company evaluates its accounts receivable and establishes an allowance for doubtful accounts, based on a history of past write-offs, and collections and current credit conditions. Management does not believe that significant credit risk exists with respect to accounts receivable at December 31, 2013 and 2012.

Financial instruments which potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents and accounts receivable. The Company places its cash and cash equivalents with high-quality financial institutions. At times, the Company's cash and cash equivalent balances exceed the insured amount under the Federal Deposit Insurance Corporation of $100,000.

Research and Development Costs:
Research and development costs are charged to expense as incurred. During the years ending December 31, 2013 and 2012, the Company incurred $232,628 and $248,860, respectively, in research and development costs.

Income Taxes

The Company accounts for income taxes pursuant to the asset and liability method which requires deferred income tax assets and liabilities to be computed for temporary differences between the financial statement and tax bases of assets and liabilities that will result in taxable or deductible amounts in the future 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 tax assets to the amount expected to be realized. The income tax provision or credit is the tax payable or refundable for the period plus or minus the change during the period in deferred tax assets and liabilities.

Accounting for Share-Based Payment
In 2006, the Company adopted ASC 718 "Share-Based Payment" under the "modified prospective application". No stock-based compensation awards were granted in either 2013 or 2012. Stock-based compensation expense recognized in each of the years ended December 31, 2013 and 2012 was $0.

NOTE 3 – EARNINGS (LOSS) PER SHARE:

The Company presents "basic" earnings (loss) per common share and, if applicable, "diluted" earnings (loss) per common share pursuant to the provisions of ASC 260, "Earnings per Share". Basic earnings (loss) per common share is calculated by dividing net income or loss applicable to common stock by the weighted average number of common shares outstanding during each period. The calculation of diluted earnings (loss) per common share is similar to that of basic earnings (loss) per common share, except that the denominator is increased to include the number of additional common shares that would have been outstanding if all potentially dilutive common shares, such as those issuable upon the exercise of stock options and warrants, were issued during the period. The rights of the Company's preferred and common stockholders are substantially equivalent. The Company has included the 1,250 Preferred Series B shares outstanding in the weighted average number of common shares outstanding in the computation of basic earnings per share for the year ended December 31, 2012 in accordance with the "two class" method of computing earnings (loss) per share set forth in ASC 260. As one Preferred Series B share is convertible into 2,700 common shares, the Company would have 3,375,000 potentially dilutive shares as of December 31, 2012.

NOTE 4 – WORKING CAPITAL LOAN AGREEMENT:

During September 2002, the Company entered into a one-year working capital loan agreement with a financial institution for borrowings of up to $75,000. The agreement automatically renews annually unless one of the parties gives appropriate notice for cancellation. Outstanding borrowings bear interest payable monthly at 1% above the prime rate, and are guaranteed by the Estate of the Company's former principal stockholder. At December 31, 2013 and 2012, there was $63,684 and $68,684, respectively, outstanding under this agreement.

NOTE 5 – NOTES PAYABLE TO STOCKHOLDERS:

During November and December 2004, Dr. David Ryon, the Company's principal stockholder, President, and Chief Executive Officer, until his death in December 2004, loaned the Company an aggregate of $105,000. In December 2004, to memorialize this loan, he executed, as President and Chief Executive Officer, on behalf of the Company, a demand promissory note payable to himself and bearing interest at 10% per annum. He also executed a security agreement, for himself on behalf of the Company, granting to himself a security interest in all of the Company's assets not previously encumbered as security for full payment under the note. Prior to April 12, 2005, the Company negotiated with the Estate of Dr. David Ryon a 24-month payment schedule, beginning in January 2006. The Company's Board of Directors approved the revised terms of the promissory note on April 12, 2005. In December 2005, the Estate of Dr. Ryon loaned the Company an additional $36,000 under an amendment to the December 2004 promissory note and the payment schedule was renegotiated to begin in January 2007. Additional amounts were loaned to the Company in March 2006 for $22,500, in August 2006 for $57,672 and in September 2006 for $153,375. These amounts, along with other previous loans to the Company by the largest stockholder totaling $374,548 were converted to 1000 shares of Cumulative Convertible Preferred Stock Series B in late September

2006, and all accrued interest was forgiven. Cumulative Convertible Preferred Stock Series B can be converted to common stock of Image Technology Laboratories at a ratio of one share of Cumulative Convertible Preferred Stock Series B to 2,700 shares of common stock. Either the stockholder or the Company may elect to force conversion after two years from issuance in units of 100 shares of Cumulative Convertible Preferred Stock Series B. The Company may also elect to repurchase the Cumulative Convertible Preferred Stock Series B in units of 100 shares of Cumulative Convertible Preferred Stock Series B at any time for $432 per share of Cumulative Convertible Preferred Stock Series B. Fixed dividend is accumulated as 12.5 additional shares of Cumulative Convertible Preferred Stock Series B per quarter. The underlying common stock, should the Company or shareholder elect to convert, is unregistered. The voting rights are set at one vote per share of Cumulative Convertible Preferred Stock Series B. The issuance described above was made in reliance upon the exemptions from registration set forth in Section 4(2) of the Securities Act relating to sales by an issuer not involving any public offering. None of the foregoing transactions involved a distribution or public offering. No underwriters were engaged in connection with the foregoing issuances of securities, and no underwriting commissions or discounts were paid. At December 31, 2013 and 2012, 1,350 and 1,300 shares, respectively, of Preferred Stock Series B are outstanding. Such shares may be converted at the option of the holder or the Company to 3,442,500 shares of Common stock beginning in September 2008. Prior to conversion, such shares may be redeemed by the Company at $432 per share or $550,800 at any time until forced conversion by either party into Common stock.

In June 2007, the Company entered into a five-year Accounts Receivable loan agreement with PowerLease Solutions, LLC and NetBank to borrow $650,000 at a 9.5% annual interest rate. Monthly payments are $13,651 and the loan is co-signed by the Company's principal stockholder. As of December 31, 2012, there was $0 outstanding under this agreement.

NOTE 6– STOCK OPTIONS:

The Company did not grant any options under the Company’s option plan during the year ended December 31, 2013 and 2012.

NOTE 7 – WARRANTS:

As of December 31, 2013 and 2012, the Company had no warrants outstanding.

NOTE 8 – FIXED DIVIDENDS:

The Company’s largest stockholder accumulated 50 additional shares of Cumulative Convertible Preferred Stock Series B during 2013 and 2012 as Fixed Dividends.

NOTE 9 – RELATED PARTY TRANSACTION:

Prior to December 31, 2011, the Company incurred shareholder advances of $3,684, bearing no interest, and due on demand. The Company has not incurred any additional advances from this shareholder or made any repayments on these advances during the years ending December 31, 2013 and 2012.

The Company’s largest stockholder accumulated 50 additional shares of Cumulative Convertible Preferred Stock Series B during 2013 as Fixed Dividends.

During the year ended December 31, 2013 and 2012, the Company incurred $108,895 and $0, respectively, in salary expense to related parties.

NOTE 10 – SUBSEQUENT EVENTS:

There were no subsequent events through the date the financial statements were issued which materially impact the financial statements.