



BKF Capital Group, Inc. and Subsidiaries

Annual Report
for the Year Ended December 31, 2020

BKF Capital Group, Inc.
1 Jenner, Suite 200
Irvine, CA 92618

Business

Overview

BKF Capital Group, Inc., (“we,” “us,” “our,” “BKF” or the “Company”) was incorporated in Delaware in 1954. The Company was formerly Baker, Fentress & Company and operated as a non-diversified, closed-end management investment company under the Investment Company Act of 1940. Pursuant to a Plan for Distribution of Assets adopted in 1999, BKF sold substantially all of its investment securities and distributed the cash proceeds, along with shares of its largest investment, to its stockholders. These distributions were completed in January 2000. In April 2000, BKF received a deregistration order from the Securities and Exchange Commission (“SEC”), which completed BKF’s transformation from an investment company to an operating company.

The consolidated financial statements include BKF, BKF’s wholly owned subsidiary BKF Investment Group, Inc., formerly known as BKF Management Co., Inc. (“BIG”), BKF’s wholly owned subsidiary BKF Asset Holdings, Inc. (“BAH”), BIG’s wholly owned subsidiary BKF Asset Management, Inc. (“BAM”), and BAM’s wholly owned subsidiary BKF GP, Inc. (“BGP”). In November 2019, BAM was dissolved into BIG, and BIG was subsequently dissolved into BKF. As a result, the corporate structure includes BKF and its wholly owned subsidiaries BAH and BGP. BGP is in the process of winding up its affairs and is expected to be dissolved in 2021.

In February 2020, BKF formed a wholly owned entity organized in Delaware named Bronson Financial LLC (“BF”). BF was formed to become an investment banking firm focusing on capital raising and mergers and acquisitions advisory services. We intend to apply with the Financial Industry Regulatory Authority, Inc. (“FINRA”) to become a registered broker-dealer.

The Company operated in the investment advisory and asset management business entirely through BAM, which was a registered investment adviser with the SEC. BAM specialized in managing equity portfolios for institutional investors through its long-only equity and alternative investment strategies. BAM withdrew its registration as a registered investment advisor in December 2006 and ceased operating in the investment advisory and asset management business. LEVCO Securities Inc., (“LEVCO”), a former subsidiary of BAM that was dissolved in 2012, was a broker-dealer registered with the SEC and a member of the National Association of Securities Dealers, Inc. (now known as FINRA). LEVCO withdrew its registration as a broker-dealer in 2006 and ceased operating as a broker-dealer. BGP acts as the managing general partner of an affiliated investment partnership which has been in the process of being liquidated and dissolved since 2006.

Since January 1, 2007, the Company has had no operating business and no third-party assets under management. The Company’s principal assets consist of a significant cash position, investments in securities (often representing controlling positions), and sizable net operating tax losses to potentially carry forward. BKF’s current revenue stream will not be sufficient to cover BKF’s ongoing expenses, however the Company has enough cash and investments to continue in operation beyond the upcoming year.

In 2018, the Company was forced to focus its resources and attention to permanently resolving two legacy environmental remediation complaints filed by the Department of Justice (“DOJ”) through a process of direct negotiation with the DOJ. In November 2018, the parties agreed to voluntary mediation and reached a comprehensive settlement agreement in principle to resolve two civil complaints. Under the settlement, BKF agreed to pay \$725,000 covering both cases, and received a limited covenant not to sue on the tracts of land specified in the complaints in the form of a comfort letter. The settlement was subject to the negotiation and approval of a Consent Decree, which was published in the Federal Register on May 24, 2019. The comment period (30 days) expired on June 23, 2019 with no comments received. The Consent Decree was approved and entered by the District Court (Middle District of Florida) on July 19, 2019 and cash payment of the settlement obligation occurred on July 30, 2019. The Company had sufficient funds to resolve the legacy environmental remediation liabilities, but may need additional funds in the future to effectuate an acquisition or additional investment, should the opportunity present itself. There is no assurance that the Company will be able to obtain such additional funds, if needed.

In December 2019, an outbreak of a novel strain of coronavirus (COVID-19) originated in Wuhan, China, and has since spread to a number of other countries, including the United States. On March 11, 2020, the World

Health Organization characterized COVID-19 as a pandemic. In addition, as of the time these financial statements were prepared, several states in the United States have declared states of emergency, and several countries around the world, including the United States, have taken steps to restrict travel. The existence of a worldwide pandemic, the fear associated with COVID-19, or any pandemic, and the reactions of governments in response to COVID-19, or any pandemic, to regulate the flow of labor and products and impede the travel of personnel, may impact the ability of many operations to conduct normal business operations, including those where we have made significant investments. This could adversely affect our results of operations and liquidity. Global health concerns, such as COVID-19, could also result in social, economic, and labor instability in the markets in which we operate. Any of these uncertainties could have a material adverse effect on our business, financial condition or results of operations.

Our principal executive office is located at 1 Jenner, Suite 200, Irvine, CA 92618, and the telephone number is (949) 504-4424. Our website address is www.bkfcapital.com.

Strategy

BKF Capital Group, Inc. is a publicly traded holding company operating through its wholly owned subsidiaries, BKF Asset Holdings, Inc., which makes controlling principal investments (or effective control) in publicly and privately owned businesses, and Bronson Financial LLC, which is pursuing FINRA approval to provide investment banking services (consisting of M&A advisory and capital raising services) to lower and middle-market companies.

BKF Asset Holdings, Inc. currently has investments in Interlink Electronics, Inc. (NASDAQ: LINK), a global leader in human-machine interface and sensor technologies, and Qualstar Corporation (OTCMKTS: QBAK), a leading manufacturer of data storage solutions and high-efficiency power supplies.

Market Information

The Company's common stock is quoted on the OTCPink marketplace of the OTC Markets Group under the symbol "BKFG".

Holdings of Record

All of our common stock is not registered in the name of beneficial owners, but rather in the name of "Cede & Co.," the name used by The Depository Trust Company ("DTC"). As of December 31, 2020, the Company believes it has less than ten actual shareholders of record of its common stock.

Dividend Policy

We currently intend to retain all available funds and any future earnings for use in the operation of our business and do not anticipate paying any cash dividends on our common stock in the foreseeable future, if at all. Any future determination to declare cash dividends will be made at the discretion of our board of directors and will depend on our financial condition, results of operations, capital requirements, general business conditions and other factors that our board of directors may deem relevant.

Share Repurchase Authorization

The Company's board of directors previously approved and adopted a stock repurchase program, pursuant to which the Company may purchase in open market or privately negotiated transactions up to 100,000 shares of the Company's common stock during the twelve (12) month period July 1, 2017 through June 30, 2018. On June 25, 2018, this program was reauthorized, whereas the Company may purchase in open market or privately negotiated transactions up to 100,000 shares of the Company's common stock during the twelve (12) month period July 1, 2018 through June 30, 2019. On July 8, 2019, this program was again reauthorized, whereas the Company may purchase in open market or privately negotiated transactions up to 100,000 shares of the Company's common stock during the twelve (12) month period July 1, 2019 through June 30, 2020.

In September 2019, the Company repurchased 11,741 shares of common stock for \$144,680. In November and December of 2019, the Company repurchased 6,220 shares of common stock for \$74,614. Prior to the program expiring in June 2020, the Company purchased 50 shares of common stock for \$433. All shares repurchased under the program were retired, reducing the number of issued shares to 691,157 at June 30, 2020.

On July 16, 2020, stockholders approved an amendment to our Restated Certificate of Incorporation to accomplish a 1-for-10,000 reverse stock split of our issued and outstanding common stock, followed immediately by a 10,000-to-1 forward stock split of our issued and outstanding common stock. Shares of common stock that would have been converted into less than 1 share in the reverse stock split were cashed out at \$9.50 per share of common stock held before the reverse stock split. Registered stockholders that held at least 10,000 shares of common stock at the effective time of the reverse stock split experienced no changes in their holdings. As a result of the stock split transactions, the number of common shares issued and outstanding was reduced to 583,276. Shares that were cashed out were accounted for as repurchased shares and were retired.

Other Information

The Company’s securities were registered under Section 12(g) of the Securities Exchange Act of 1934 (the “Exchange Act”). On May 20, 2015, we filed Form 15-12g to terminate the registration and reporting obligations under Section 12(g) of the Exchange Act. Since May 20, 2015, we make available our annual financial statements, quarterly financial statements, and other significant reports and amendments to such reports, free of charge, on our website as soon as reasonably practicable after such reports are prepared. Our website address is www.bkfcapital.com.

Officers and Directors

The following table sets forth the name, age and position of each of our directors, executive officers and significant employees as of March 25, 2021. Each director will hold office until the next annual meeting of our stockholders or until his or her successor has been elected and qualified. Our executive officers are appointed by, and serve at the discretion of, the board of directors.

| Name | Age | Position |
|-------------------|-----|---|
| Steven N. Bronson | 55 | Chairman, Chief Executive Officer and President |
| Leonard A. Hagan | 69 | Director |
| Ryan J. Hoffman | 42 | Chief Financial Officer |

Steven N. Bronson. Mr. Bronson has over 35 years of business and entrepreneurial experience. His successful background in investment banking and principal investing has led to him taking executive positions in several companies. Mr. Bronson became the Chief Executive Officer and Chairman of the Board of Directors of Interlink Electronics Inc. (OTCMKTS: LINK) in July 2010, and added the role of President in March 2011. Interlink Electronics Inc. is a global trusted advisor and technology partner in the advancing world of human-machine interface and force-sensing technologies.

In July 2013, Mr. Bronson assumed the positions of President and Chief Executive Officer of Qualstar Corporation (OTCMKTS: QBAK), a high-quality tape library manufacturer, and its subsidiary N2Power, a manufacturer of high efficiency power supplies for diverse electronics industries. Since October 2008, Mr. Bronson also has served as Chief Executive Officer and Chairman of the Board of Directors of Ridgefield Acquisition Corp. (OTCMKTS: RDGA). Mr. Bronson is a registered investment advisor through PUMA Capital and currently holds SIE, Series 4, Series 7, Series 24, Series 27, Series 53, Series 55, Series 63, and Series 79 licenses.

Leonard A. Hagan. Mr. Hagan is a founding partner at Hagan & Burns CPA’s P.C. (“Hagan & Burns”) where he provides financial and regulatory services to the broker-dealer community as well as tax preparation services to the firm’s clients. Prior to founding Hagan & Burns in 1995, Mr. Hagan worked for six years at the accounting firm of S.D. Leidesdorf & Co. where he was a manager, which was then merged into Ernst & Whinney. Following his time at S.D. Leidesdorf & Co. and Ernst & Whinney, Mr. Hagan spent three years at Credit Suisse

until he founded his own accounting firm. Mr. Hagan has over forty-five years' experience as a certified public accountant and over twenty-five years as a licensed Financial and Operations Principal ("FinOp"). Mr. Hagan is currently registered as the FinOp for the following broker-dealers registered with the Securities and Exchange Commission: Spoke Real Estate Financial, LLC and Core Financial LLC. Mr. Hagan is also a director of Ridgefield Acquisition Corp., which is also a publicly traded company. Mr. Hagan earned a Bachelor of Arts degree in Economics from Ithaca College and continued his education at Cornell University where he received his MBA in accounting and finance. The Board has concluded that Mr. Hagan should serve on our Board based on his financial expertise and his experience of being a certified public accountant.

Ryan J. Hoffman. Mr. Hoffman has served as our Chief Financial Officer since December 2020, joining BKF with more than two decades of auditing and professional experience accrued at two top global accounting firms. He previously spent 16 years at the accounting firm RSM and was a partner at the firm for his last five years. There, he successfully led audits of global companies in industries that include technology, consumer products, and manufacturing. While there, he cultivated a specialization in software and multiple-element revenue recognition accounting and auditing. Prior to that, he worked for the Big Four accounting firm Ernst & Young. Mr. Hoffman graduated with a degree in accounting from Chapman University and is a licensed CPA. He is also the CFO of Interlink Electronics Inc. (OTCMKTS: LINK), Qualstar Corporation (OTCMKTS: QBAK) and Qualstar Corporation's wholly owned subsidiary, N2Power.

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BKF CAPITAL GROUP, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

| | December 31, December 31, | |
|--|--------------------------------------|-----------------|
| | 2020 | 2019 |
| | (Dollar amounts in thousands) | |
| Assets | | |
| Cash and cash equivalents | \$ 502 | \$ 2,282 |
| Other receivables – related party | 3 | 3 |
| Investments – equity method | 5,047 | 4,668 |
| Prepaid expenses and other assets | 5 | 20 |
| Total assets | <u>\$ 5,557</u> | <u>\$ 6,973</u> |
| Liabilities and stockholders' equity | | |
| Liabilities | | |
| Accounts payable | \$ 2 | \$ 1 |
| Accrued expenses | 13 | 4 |
| Accrued expenses-related party | - | 2 |
| Accrued income taxes | 162 | 162 |
| Total liabilities | <u>177</u> | <u>169</u> |
| Commitments and contingencies | | |
| Stockholders' equity | | |
| Common stock, \$0.001 par value, authorized — 1,000,000 shares, 583,276 and 691,207 issued and outstanding as of December 31, 2020 and December 31, 2019, respectively | 1 | 1 |
| Additional paid-in capital | 74,224 | 75,249 |
| Accumulated deficit | (68,845) | (68,446) |
| Total stockholders' equity | <u>5,380</u> | <u>6,804</u> |
| Total liabilities and stockholders' equity | <u>\$ 5,557</u> | <u>\$ 6,973</u> |

BKF CAPITAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

| | Three Months Ended | | Year Ended | |
|--|---|-----------|--------------|-----------|
| | December 31, | | December 31, | |
| | 2020 | 2019 | 2020 | 2019 |
| | (In thousands, except share and per share data) | | | |
| Expenses | | | | |
| Employee compensation and benefits | \$ 35 | \$ 38 | \$ 141 | \$ 149 |
| Legal and professional fees | 8 | 30 | 127 | 140 |
| Licenses and fees | 1 | 11 | 6 | 13 |
| Other operating expenses | 33 | 5 | 44 | 31 |
| Total expenses | 77 | 84 | 318 | 333 |
| Non-operating income (expense): | | | | |
| Interest income (expense), net | - | 9 | 7 | 51 |
| Other miscellaneous income (expense), net | - | (4) | (1) | 27 |
| Income (loss) on equity method investments, net | (14) | 19 | (88) | (2) |
| Realized gain (loss) on marketable securities, net | - | - | - | 52 |
| Unrealized gain (loss) on marketable securities, net | - | - | - | (42) |
| Total non-operating income (expense) | (14) | 24 | (82) | 86 |
| Income (loss) before income taxes | (91) | (60) | (400) | (247) |
| Income tax benefit (provision) | 1 | 3 | 1 | 3 |
| Net income (loss) | \$ (90) | \$ (57) | \$ (399) | \$ (244) |
| Earnings per share: | | | | |
| Basic and diluted | \$ (0.15) | \$ (0.08) | \$ (0.63) | \$ (0.35) |
| Weighted average common shares outstanding: | | | | |
| Basic and diluted | 583,276 | 694,317 | 637,234 | 703,988 |

See accompanying notes that are integral part of these consolidated financial statements.

BKF CAPITAL GROUP, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(UNAUDITED)

| | Common Stock | | Additional Paid-in capital | Accumulated Deficit | Total |
|--------------------------------------|--------------|--------|-------------------------------|------------------------|----------|
| | Shares | Amount | | | |
| (In thousands, except share data) | | | | | |
| Balances at December 31, 2018 | 709,168 | \$ 1 | \$ 75,466 | \$ (68,202) | \$ 7,265 |
| Net income (loss) | - | - | - | (244) | (244) |
| Repurchase of shares of common stock | (17,961) | - | (217) | - | (217) |
| Balances at December 31, 2019 | 691,207 | 1 | 75,249 | (68,446) | 6,804 |
| Net income (loss) | - | - | - | (399) | (399) |
| Repurchase of shares of common stock | (107,931) | - | (1,025) | - | (1,025) |
| Balances at December 31, 2020 | 583,276 | \$ 1 | \$ 74,224 | \$ (68,845) | \$ 5,380 |

See accompanying notes that are integral part of these consolidated financial statements.

BKF CAPITAL GROUP, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

| | Year Ended December 31, | |
|---|--------------------------------------|-----------------|
| | 2020 | 2019 |
| | (Dollar amounts in thousands) | |
| Cash flows from operating activities: | | |
| Net income (loss) | \$ (399) | \$ (244) |
| Adjustments to reconcile net income (loss) to net cash used in operating activities: | | |
| (Income) loss on equity method investment, net | 88 | 2 |
| Realized (gain) loss on marketable securities, net | - | (52) |
| Unrealized (gain) loss on marketable securities, net | - | 42 |
| Change in operating assets and liabilities: | | |
| Decrease (increase) in other receivables | - | (3) |
| Decrease (increase) in prepaid expenses and other assets | 15 | 5 |
| Increase (decrease) in accounts payable | 1 | (12) |
| Increase (decrease) in accrued expenses | 9 | (21) |
| Increase (decrease) in accrued expenses-related party | (2) | 2 |
| Increase (decrease) in environmental liabilities | - | (725) |
| Increase (decrease) in accrued income taxes | - | (40) |
| Net cash used in operating activities | (288) | (1,046) |
| Cash flows from investing activities: | | |
| Proceeds from the sale of marketable securities | - | 672 |
| Purchases of equity investment securities | (467) | (1,314) |
| Purchases of marketable securities | - | (455) |
| Net cash used in investing activities | (467) | (1,097) |
| Cash flows from financing activities: | | |
| Repurchase of shares of common stock | (1,025) | (217) |
| Net cash used in financing activities | (1,025) | (217) |
| Net increase (decrease) in cash and cash equivalents | (1,780) | (2,360) |
| Cash and cash equivalents at beginning of period | 2,282 | 4,642 |
| Cash and cash equivalents at end of period | \$ 502 | \$ 2,282 |
| Supplemental disclosure of cash flow information: | | |
| Cash paid for interest | \$ - | \$ - |
| Cash paid for income taxes, net | \$ 2 | \$ 40 |

See accompanying notes that are integral part of these consolidated financial statements.

BKF CAPITAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Basis of Presentation

BKF Capital Group, Inc., (“we,” “us,” “our,” “BKF” or the “Company”) was incorporated in Delaware in 1954. The Company was formerly Baker, Fentress & Company and operated as a non-diversified, closed-end management investment company under the Investment Company Act of 1940. Pursuant to a Plan for Distribution of Assets adopted in 1999, BKF sold substantially all of its investment securities and distributed the cash proceeds, along with shares of its largest investment, to its stockholders. These distributions were completed in January 2000. In April 2000, BKF received a deregistration order from the Securities and Exchange Commission (“SEC”), which completed BKF’s transformation from an investment company to an operating company.

The consolidated financial statements include BKF, BKF’s wholly owned subsidiary BKF Investment Group, Inc., formerly known as BKF Management Co., Inc. (“BIG”), BKF’s wholly owned subsidiary BKF Asset Holdings, Inc. (“BAH”), BIG’s wholly owned subsidiary BKF Asset Management, Inc. (“BAM”), and BAM’s wholly owned subsidiary BKF GP, Inc. (“BGP”). In November 2019, BAM was dissolved into BIG, and BIG was subsequently dissolved into BKF. As a result, the corporate structure includes BKF and its wholly owned subsidiaries BAH and BGP. BGP is in the process of winding up its affairs and is expected to be dissolved in 2021.

In February 2020, BKF formed a wholly owned entity organized in Delaware named Bronson Financial LLC (“BF”). BF was formed to become an investment banking firm focusing on capital raising and mergers and acquisitions advisory services. We intend to apply with the Financial Industry Regulatory Authority, Inc. (“FINRA”) to become a registered broker-dealer.

The Company trades on the Over the Counter (“OTC”) market under the ticker symbol “BKFG”. Our principal executive office is located at 1 Jenner, Suite 200, Irvine, CA 92618 and the telephone number is (949) 504-4424. Our website address is www.bkfcapital.com. BKF makes available its annual financial statements, quarterly financial statements, and other significant reports and amendments to such reports, free of charge, on its website as soon as reasonably practicable after such reports are prepared.

Principles of Consolidation and Basis of Presentation

The accompanying consolidated financial statements include the consolidated accounts of the Company and its wholly owned subsidiaries and have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) and in accordance with Regulation S-X of the SEC. All intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of consolidated financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and disclosures made in the accompanying notes to the consolidated financial statements. Management regularly evaluates estimates and assumptions related to revenue recognition, allowances for doubtful accounts, various reserves, fair value, useful lives, asset retirement obligations, and deferred income tax asset valuation allowances.

These estimates and assumptions are based on current facts, historical experience and various other factors that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. The actual results we experience may differ materially and adversely from our original estimates. To the extent there are material differences between the estimates and the actual results, our future results of operations will be affected.

BKF CAPITAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Cash and Cash Equivalents

The Company considers all highly liquid debt investments with original maturities from the date of purchase of three months or less as cash equivalents. Cash equivalents can include investments such as corporate debt, financial institution instruments, and government debt. The Company maintains substantially all of its cash and cash equivalents invested in interest bearing instruments at a nationally recognized financial institution and two licensed investment advisory firms. The Company often has amounts in excess of \$250,000 in a single bank. Amounts over \$250,000 (per depositor, per bank) are not insured by the Federal Deposit Insurance Corporation. In addition, the Company held cash and cash equivalents in brokerage accounts, none of which are insured by the Federal Deposit Insurance Corporation. Management regularly monitors the financial institutions, together with its cash balances, and tries to keep this potential risk to a minimum.

Marketable Securities

Marketable securities are classified within cash and cash equivalents, short-term investments, or long-term investments based on the remaining maturity of the investment. Marketable securities are reported at fair value. Before 2018, our marketable securities were classified as “available for sale” with unrealized gains or losses, net of tax, recorded in accumulated other comprehensive income (loss), except as noted in the “Other-Than-Temporary Impairment” section. Effective January 1, 2018, the Company applies amended accounting guidance which requires recording unrealized gains or losses on marketable securities through earnings.

We determine the cost of the investment sold based on an average cost basis at the individual security level. Our marketable securities include:

- Marketable debt instruments when the interest rate and foreign currency risks are not hedged at the inception of the investment or when our criteria for designation as trading assets are not met. We record the interest income and realized gains or losses on the sale of these instruments in interest income (expense), net.
- Marketable equity securities when there is no plan to sell or hedge the investment at the time of original classification. We acquire these equity investments to promote business and strategic objectives. We record the realized gains or losses on the sale or exchange of marketable equity securities in realized gain (loss) on marketable securities, net.

Non-Marketable and Other Equity Investments

We may invest in non-marketable equity instruments of private companies, which range from early-stage companies that are often still defining their strategic direction to more mature companies with established revenue streams and business models. Non-marketable equity and other equity investments are included in other long-term assets. We account for non-marketable equity and other equity investments for which we do not have control over the investee as:

- Equity method investments when we have the ability to exercise significant influence, but not control, over the investee. This is generally deemed to be the when we control 20%-50% of the decision-making ability over the investment entity’s operations. Equity method investments may include marketable and non-marketable investments. Our proportionate share of the income or loss is recognized on a one-quarter lag and is recorded in income (loss) on equity method investments, net.
- When the equity method does not apply, non-marketable and other equity investments are recorded at fair value. Equity investments without readily determinable fair values are recorded at cost, less impairment, and plus or minus subsequent adjustments for observable price changes.

BKF CAPITAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Significant judgment is required to identify whether an impairment exists in the valuation of our non-marketable equity investments portfolio, and therefore we consider this a critical accounting estimate. Our quarterly analysis considers both qualitative and quantitative factors that may have a significant impact on the investee's fair value. Qualitative analysis of our investments involves understanding the financial performance and near-term prospects of the investee, changes in general market conditions in the investee's industry or geographic area, and the management and governance structure of the investee. Quantitative assessments of the fair value of our investments are developed using the market and income approaches. The market approach includes the use of comparable financial metrics of private and public companies and recent financing rounds. The income approach includes the use of a discounted cash flow model, which requires significant estimates regarding the investee's revenue, costs, and discount rates. Our assessment of these factors in determining whether an impairment exists could change in the future due to new developments or changes in applied assumptions.

Other-Than-Temporary Impairment

Our marketable securities and non-marketable and other equity investments are subject to a periodic impairment review. Impairments affect earnings as follows:

- Marketable debt instruments when the fair value is below amortized cost and we intend to sell the instrument, or when it is more likely than not that we will be required to sell the instrument before recovery of its amortized cost basis, or when we do not expect to recover the entire amortized cost basis of the instrument (that is, a credit loss exists). When we do not expect to recover the entire amortized cost basis of the instrument, we separate other-than-temporary impairments into amounts representing credit losses, which are recognized in interest and other, net, and amounts not related to credit losses, which are recognized in other comprehensive income (loss).
- Marketable equity securities include the consideration of general market conditions, the duration and extent to which the fair value is below cost, and our ability and intent to hold the investment for a sufficient period of time to allow for recovery of value in the foreseeable future. We also consider specific adverse conditions related to the financial health of, and the business outlook for, the investee, which may include industry and sector performance, changes in technology, operational and financing cash flow factors, and changes in the investee's credit rating. We record other-than-temporary impairments on marketable equity securities in unrealized gain (loss) on marketable securities, and on marketable equity method investments in income (loss) on equity method investments, net.
- Non-marketable equity investments based on our assessment of the severity and duration of the impairment, and qualitative and quantitative analysis of the operating performance of the investee; adverse changes in market conditions and the regulatory or economic environment; changes in operating structure or management of the investee; additional funding requirements; and the investee's ability to remain in business. We record other-than-temporary impairments on non-marketable cost method investments in other miscellaneous income (expense), and on non-marketable equity method investments in income (loss) on equity method investments, net.

Investments in Affiliated Investment Partnerships

BGP served as the managing general partner for an affiliated investment partnership which primarily engaged in the trading of distressed corporate debt. Currently all activities have been terminated and BKF is in the process of dissolving the partnership.

Income Taxes

We account for income taxes under the asset and liability method, whereby deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement

BKF CAPITAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

carrying amounts of existing assets and liabilities and their respective tax basis and operating loss and tax credit carryforwards. We assess the likelihood that our deferred tax assets will be recovered from future taxable income and to the extent we believe that recovery is not determinable beyond a “more likely than not” standard, we establish a valuation allowance. To the extent we establish a valuation allowance or increase or decrease this allowance in a period, we include an expense or benefit within the tax provision in the consolidated statements of operations. We also utilize a “more likely than not” recognition threshold and measurement analysis for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The Company does not have any uncertain tax positions. We recognize potential accrued interest and penalties related to unrecognized tax benefits within the consolidated statements of operations as income tax expense.

Earnings Per Share

Basic earnings (loss) per common share is calculated by dividing net income (loss) by the weighted average number of common shares outstanding during the year. Diluted earnings (loss) per common share is calculated by adjusting outstanding shares, assuming conversion of all potentially dilutive convertible equity instruments. There is no difference in the calculation of basic and diluted income per share for 2020 and 2019.

Related Parties

The Company defines a related person as any director, executive officer, nominee for director, or greater than 5% beneficial owner of our common stock, in each case since the beginning of the most recently completed year, and any of their immediate family members. Related parties also include entities controlled by related persons. The Company believes transactions with its related parties are conducted on terms equivalent to those that would prevail in arm’s length transactions with unrelated parties.

Fair Values of Financial Instruments

We determine fair value measurements based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, we follow the following fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) our own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs):

- Level 1: Observable inputs such as quoted prices for identical assets or liabilities in active markets;
- Level 2: Other inputs observable directly or indirectly, such as quoted prices for similar assets or liabilities or market-corroborate inputs; and
- Level 3: Unobservable inputs for which there is little or no market data and which requires the owner of the assets or liabilities to develop its own assumptions about how market participants would price these assets or liabilities.

Our assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the valuation of assets and liabilities and their placement within the fair value hierarchy.

Contingent Liabilities

We assess contingent liabilities and classify them as “Probable”, “Reasonably Possible”, and “Remote”.

- Amounts classified as “Probable” and measurable are reported on the consolidated balance sheet.
- Amounts classified as “Reasonably Possible” are disclosed in the footnotes to the financial statements. A contingent liability is disclosed in the notes to the financial statements if any of the conditions for liability recognition (probable and measurable) are not met and there is a reasonable possibility that a

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loss or additional loss may have been incurred. Amounts that are probable, but not measurable, are also disclosed in the footnotes.

- Amounts classified as “Remote” are not included in the reports.

Recent Accounting Developments

We reviewed all recently issued, but not yet effective, accounting pronouncements and concluded none are expected to be applicable or material to our consolidated financial statements.

Subsequent Events

The Company has evaluated subsequent events through March 25, 2021, being the date these consolidated financial statements were issued.

NOTE 2. ACQUISITIONS

On April 5, 2019, we entered into a nonbinding Quota Purchase Agreement (the “Agreement”) with a European provider of test and measurement solutions (the “European Seller”) to acquire the entire quota, essentially representing the entire business. The Agreement was subject to certain financing and due diligence provisions. During the review process, business projections were adjusted downward due to market trends and other factors, and the Company withdrew from the Agreement. The Company incurred acquisition related costs of approximately \$195,000, of which approximately \$12,000 was incurred in the year ended December 31, 2018 and approximately \$183,000 was incurred in the year ended December 31, 2019, which are recorded in other miscellaneous income (expense), net. As part of the withdrawal from the Agreement, the Company entered into a Settlement Agreement with the European Seller whereby the European Seller reimbursed the Company \$175,000, paid in 7 equal installments from June 2019 through December 2019, all of which was recorded in 2019. All installment payments have been received and there are no amounts outstanding. The Company intends to maintain a friendly relationship with the European Seller, including the exploration of possible business arrangements in the future.

NOTE 3. INVESTMENTS IN UNCONSOLIDATED AFFILIATED COMPANIES

Equity method investments in unconsolidated affiliated companies were as follows:

| | Qualstar Corporation | Interlink Electronics Inc. | Total |
|---|---------------------------------|---|-----------------|
| | (dollar amounts in thousands) | | |
| Balance at January 1, 2020 | \$ 884 | \$ 3,784 | \$ 4,668 |
| Plus: purchases | 467 | - | 467 |
| Less: sales | - | - | - |
| Proportional share of net income (loss) | (42) | (46) | (88) |
| Balance at December 31, 2020 | <u>\$ 1,309</u> | <u>\$ 3,738</u> | <u>\$ 5,047</u> |

| | Qualstar Corporation | Interlink Electronics Inc. | Total |
|---|---------------------------------|---|-----------------|
| | (dollar amounts in thousands) | | |
| Balance at January 1, 2019 | \$ - | \$ 3,356 | \$ 3,356 |
| Plus: purchases | 880 | 434 | 1,314 |
| Less: sales | - | - | - |
| Proportional share of net income (loss) | 4 | (6) | (2) |
| Balance at December 31, 2019 | <u>\$ 884</u> | <u>\$ 3,784</u> | <u>\$ 4,668</u> |

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Qualstar Corporation (OTCMKTS: QBAK)

In 2013, Steven N. Bronson, BKF's Chairman of the Board, Chief Executive Officer and majority shareholder, was appointed President and Chief Executive Officer of Qualstar Corporation ("Qualstar"). This resulted in the 18.3% of the Company's ownership in Qualstar to be accounted for using the equity method, a change from the available for sale method, on the basis that BKF could assert significant influence over the operations of Qualstar.

At December 31, 2018 the Company held 548,084 common shares of Qualstar, representing 27.0% of the outstanding shares. During the year ended December 31, 2019, the Company purchased an additional 160,201 common shares of Qualstar for a cost of \$879,957, bringing the total investment to 708,285 shares, or 37.0% of the outstanding shares as of December 31, 2019. During the year ended December 31, 2020, the Company purchased an additional 181,805 common shares of Qualstar for a cost of \$468,037, bringing the total investment to 890,090 shares, or 41.6% of the outstanding shares as of December 31, 2020.

The initial tranche of 548,084 shares had a carrying value of \$0 at both December 31, 2020 and 2019. During the years ended December 31, 2020 and 2019, the Company would have been allocated income (loss) on this tranche of its investment in Qualstar of \$(122,997) and \$54,759, respectively. However, under the equity method, the loss is restricted to the carrying value of the investment, and income may only be recognized once all prior suspended losses are absorbed. Accordingly, the Company recognized no income or loss during the years ended December 31, 2020 and 2019 on this tranche. At December 31, 2020, prior suspended losses on this tranche were approximately \$2.2 million.

The second tranche of shares purchased in 2019 and 2020 had a carrying value of \$1.3 million at December 31, 2020 (342,006 shares) and \$0.9 million at December 31, 2019 (160,201 shares). The accounting guidance provides an investor making subsequent investments after the suspension of equity method loss recognition should only recognize previously suspended losses up to the amount of the additional investment determined to represent the funding of prior losses. Because the additional Qualstar investments do not represent a funding of prior losses, the Company will separately apply the equity method of accounting to its additional investment, including recording its share of income (loss) incurred after the additional investment. During the years ended December 31, 2020 and 2019, the Company recorded income (loss) on its second tranche investment in Qualstar of \$(42,454) and \$3,832, respectively.

The amounts considered do not include the results of Qualstar for the quarter ended December 31, 2020 because all balances related to the Company's investment in Qualstar are recorded on a three-month (quarterly) lag. Therefore, these amounts do not include the results of Qualstar for the quarter ended December 31, 2020, but they do include the results of Qualstar through September 30, 2020. This lag is consistent from period to period. The

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financial results for Qualstar’s quarter ended December 31, 2020 were not publicly available prior to the preparation of our financial statements. Summarized financial information for Qualstar is as follows:

| | September 30, 2020 | December 31, 2019 |
|---|-------------------------------|------------------------------|
| | (latest public filing) | |
| | (Dollar amounts in thousands) | |
| Balance sheet: | | |
| Current assets | \$ 8,763 | \$ 9,080 |
| Noncurrent assets | 654 | 958 |
| Total assets | \$ 9,417 | \$ 10,038 |
| Current liabilities | | |
| Current liabilities | \$ 2,367 | \$ 2,543 |
| Noncurrent liabilities | 553 | 752 |
| Total liabilities | 2,920 | 3,295 |
| Total stockholders' equity | 6,497 | 6,743 |
| Total liabilities and stockholders' equity | \$ 9,417 | \$ 10,038 |
| Results of Operations: | | |
| Net revenues | \$ 5,817 | \$ 13,439 |
| Cost of goods sold | 3,603 | 9,916 |
| Gross profit | 2,214 | 3,523 |
| Operating expenses | 2,469 | 3,593 |
| Income (loss) from operations | (255) | (70) |
| Other income (expense) | 9 | 45 |
| Income (loss) before taxes | (246) | (25) |
| Income tax (expense) benefit | - | 18 |
| Net income (loss) | \$ (246) | \$ (7) |

The fair value of the Company’s shares in Qualstar was approximately \$2.7 million at December 31, 2020 (890,090 shares) and \$3.8 million at December 31, 2019 (708,285 shares).

As of December 31, 2020 and 2019, our cost-basis investment in Qualstar in the aggregate exceeded our proportionate share of the net assets of this equity method investee by approximately \$4.1 million and \$3.2 million, respectively. This difference is not amortized.

On April 20, 2020, Qualstar Corporation filed a Form 25 with the SEC voluntarily delisting its common stock from Nasdaq and, based upon ownership of its shares by fewer than 300 holders of record, deregistering its common stock under the Securities Exchange Act of 1934 (the “Exchange Act”) and suspending its public reporting obligations. The delisting became effective on April 30, 2020, at which time trading on Nasdaq ceased. The common stock of Qualstar thereafter be eligible for quotation on OTC Pink marketplace of the OTC Markets Group under the symbol “QBAK”, if market makers commit to making a market in the shares.

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On May 6, 2020, Qualstar filed a Form 15 with the SEC suspending its obligation to file periodic reports under the Exchange Act, including annual, quarterly and current reports on Form 10-K, Form 10-Q and Form 8-K, respectively. All requirements associated with being an Exchange Act-registered company, including the requirement to file current and periodic reports, terminated permanently 90 days thereafter. Qualstar intends to make its financial results publicly available through other means.

Interlink Electronics Inc. (OTCMKTS: LINK)

At December 31, 2020 and 2019, the Company held 993,658 shares of Interlink Electronics Inc. (“Interlink”) common shares. These holdings represent approximately 15.0% of Interlink’s outstanding shares. Steven N. Bronson, BKF’s Chairman of the Board, Chief Executive Officer, and majority shareholder, is also the Chairman of the Board, Chief Executive Officer, and majority shareholder of Interlink. Mr. Bronson can significantly influence the operational decisions at Interlink, thus the equity method is being used to account for this investment.

The carrying value of the investment in Interlink was \$3.7 million at December 31, 2020 and \$3.8 million at December 31, 2019. During the years ended December 31, 2020 and 2019, the Company recorded income (loss) on its investment in Interlink of \$(45,943) and \$(5,455), respectively. These amounts do not include the results of Interlink for the quarter ended December 31, 2020 because all balances related to the Company’s investment in Interlink are recorded on a three-month (quarterly) lag. Therefore, these amounts do not include the results of Interlink for the quarter ended December 31, 2020, but they do include the results of Interlink through September 30, 2020. This lag is consistent from period to period. The financial results for Interlink’s quarter ended

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December 31, 2020 was not publicly available prior to the preparation of our financial statements. Summarized financial information for Interlink is as follows:

| | September 30, | |
|---|--------------------------------------|------------------------------------|
| | 2020 | |
| | (latest public filing) | December 31, 2019 |
| | (Dollar amounts in thousands) | |
| Balance sheet: | | |
| Current assets | \$ 8,439 | \$ 7,831 |
| Noncurrent assets | 1,563 | 1,501 |
| Total assets | \$ 10,002 | \$ 9,332 |
| Current liabilities | | |
| Current liabilities | \$ 1,123 | \$ 687 |
| Noncurrent liabilities | 173 | 74 |
| Total liabilities | 1,296 | 761 |
| Total stockholders' equity | 8,706 | 8,571 |
| Total liabilities and stockholders' equity | \$ 10,002 | \$ 9,332 |
| Results of Operations: | | |
| Revenue, net | \$ 4,941 | \$ 7,305 |
| Cost of revenue | 2,173 | 3,995 |
| Gross profit | 2,768 | 3,310 |
| Operating expenses | 2,878 | 3,524 |
| Income (loss) from operations | (110) | (214) |
| Other income (expense) | (43) | 39 |
| Income (loss) before taxes | (153) | (175) |
| Income tax (expense) benefit | 213 | (282) |
| Net income (loss) | \$ 60 | \$ (457) |

The fair value of the Company's 993,658 shares in Interlink was approximately \$8.9 million at December 31, 2020 and \$4.7 million at December 31, 2019.

At December 31, 2020 and December 31, 2019, our cost-basis investment in Interlink in the aggregate exceeded our proportionate share of the net assets of this equity method investee by approximately \$1.5 million and \$1.3 million, respectively. This difference is not amortized.

On January 24, 2019, Interlink announced intentions to voluntarily delist its common stock from the NASDAQ Capital Market and deregister its common stock under the Exchange Act and suspend its public reporting obligations. The Company filed Form 25 with the SEC on February 4, 2019, and the Nasdaq delisting became effective on February 15, 2019, at which time trading on NASDAQ Capital Market ceased. The common stock may thereafter be eligible for quotation on OTC Pink marketplace of the OTC Markets Group under the symbol "LINK", if market makers commit to making a market in the shares. Interlink continues to make its financial results publicly available through other means, including posting them on its website.

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On August 4, 2020, Interlink filed a Registration Statement on Form 10 with the SEC to register shares of its common stock under the Exchange Act, as amended, which became effective on October 3, 2020. Interlink is in the process of applying with Nasdaq for relisting its common stock.

NOTE 4. INVESTMENTS IN MARKETABLE SECURITIES

The Company had no investments in marketable securities as of December 31, 2020 or 2019. Activity for investments in marketable securities during those years was as follows.

Amtech Systems Inc. (NASDAQ: ASYS)

In 2017, the Company purchased 5,000 common shares of Amtech Systems Inc. for a cost of \$62,328. In 2018, the Company purchased an additional 25,000 common shares of Amtech Systems Inc. for a cost of \$142,193. In 2019, the Company purchased an additional 70,000 common shares of Amtech Systems Inc. for a cost of \$454,666, bringing the total investment to 100,000 common shares at cost of \$659,187. In 2019, the Company sold all 100,000 common shares of Amtech Systems, Inc. for proceeds of \$602,889, for a gross net realized loss of \$56,297, of which gain of \$12,324 was recorded in the year ended December 31, 2019, and losses of \$68,621 were recorded through December 31, 2018.

INTL FC Stone Inc. (NASDAQ: INTL)

In 2018, the Company purchased 1,942 common shares of INTL FC Stone Inc. for a cost of \$105,876. In 2019, the Company sold all 1,942 common shares of INTL FC Stone Inc. for proceeds of \$68,985, for a gross net realized loss of \$36,891, of which \$2,054 was recorded in the year ended December 31, 2019, and \$34,837 was recorded through December 31, 2018.

NOTE 5. INCOME TAXES

Income tax provision (benefit) consists of the following for the years ended December 31, 2020 and 2019:

| | Year Ended December 31, | |
|---|--------------------------------------|---------------|
| | 2020 | 2019 |
| | (Dollar amounts in thousands) | |
| Current: | | |
| Federal | \$ - | \$ - |
| State, net of federal benefit | (1) | (3) |
| Valuation allowance | - | - |
| Total current tax expense | (1) | (3) |
| Deferred: | | |
| Federal | (66) | (204) |
| State, net of federal benefit | (28) | (82) |
| Valuation allowance | 94 | 286 |
| Total deferred tax expense | - | - |
| Total income tax provision (benefit) | \$ (1) | \$ (3) |

The Company experienced an ownership change under IRC Section 382 in 2008. In general, a Section 382 ownership change occurs if there is a cumulative change in our ownership by “5% shareholders” (as defined in the Internal Revenue Code of 1986, as amended) that exceeds 50 percentage points over a rolling three-year period. An ownership change generally affects the rate at which net operating losses (“NOLs”) and potential other deferred tax assets are permitted to offset future taxable income. Certain state jurisdictions within which we operate contain similar provisions and limitations. All of the remaining federal and state NOLs amount as of December 31, 2020 are

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subject to annual limitations due to the 2008 ownership change, at approximately \$344,000 per year. Because these limitations preclude the use of a large portion of these pre-ownership change NOLs, the Company permanently wrote-off the related deferred tax assets, however, since the Company maintained a full valuation allowance against these deferred tax assets, this write-off had no impact on tax expense.

At December 31, 2020, the gross federal NOLs without regard to this permanent write-off was approximately \$48.3 million. Of this amount, approximately \$40.8 million are subject to limitations under IRC Section 382. If not utilized, federal NOLs will expire between 2025 and 2037, although \$1.3 million are available indefinitely. As of December 31, 2020, federal NOLs for which deferred tax assets are considered were approximately \$11.6 million, \$7.6 million of which are not limited by Section 382.

The Company also has state NOL carryforwards of approximately \$7.1 million, which expire between 2029 and 2037, with \$1.2 million available indefinitely. Due to the way taxable income is apportioned based on each state's share of the Company's overall property, payroll, sales and other applicable factors, the Company may not be able to utilize state NOLs in their entirety. In addition, On June 29, 2020, California suspended net operating loss utilization and imposed a cap on the amount of business incentive tax credits companies can utilize, effective for tax years 2020, 2021 and 2022. Approximately \$2.2 million of the state NOLs are in California.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based on consideration of these items, management has determined that enough uncertainty exists relative to the realization of the deferred income tax asset balances to warrant the application of a full valuation allowance as of December 31, 2020 and 2019.

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The tax effects of temporary differences that give rise to significant portions of deferred tax assets and liabilities consisted of the following:

| | December 31, December 31, | |
|----------------------------------|--------------------------------------|--------------|
| | 2020 | 2019 |
| | (Dollar amounts in thousands) | |
| Deferred tax assets | | |
| Investments, equity method | \$ 1,142 | \$ 1,116 |
| Net operating loss carry forward | 2,895 | 2,802 |
| Gross deferred tax assets | <u>4,037</u> | <u>3,918</u> |
| Deferred tax liabilities | | |
| Accruals and other | (1) | (1) |
| Gross deferred tax liabilities | <u>(1)</u> | <u>(1)</u> |
| Net deferred tax asset | 4,036 | 3,917 |
| Valuation allowance | (4,036) | (3,917) |
| | <u>\$ -</u> | <u>\$ -</u> |

A reconciliation of income tax expense (benefit) with expected federal income tax expense (benefit) computed at the applicable U.S. federal tax rate is as follows:

| | Year Ended December 31, | |
|--|--------------------------------------|---------------|
| | 2020 | 2019 |
| | (Dollar amounts in thousands) | |
| Federal income tax provision (benefit) at statutory rate | \$ (84) | \$ (51) |
| State tax expense net of federal tax benefit | (34) | (146) |
| Provision to return true-ups | (3) | (3) |
| Change in valuation allowance | 120 | 197 |
| Income tax expense (benefit) | <u>\$ (1)</u> | <u>\$ (3)</u> |

U.S. federal income tax returns after 2016 remain open to examination. Generally, state income tax returns after 2015 remain open to examination. No income tax returns are currently under examination.

As of December 31, 2020 and 2019, the Company has one uncertain tax position related to state exposures, and continues to monitor its current and prior tax positions for any changes. Our income tax expense, deferred tax assets and liabilities, and liabilities for unrecognized tax benefits reflect management's best estimate of current and future taxes to be paid. Significant judgments and estimates are required in the determination of the consolidated income tax expense. The Company recognizes penalties and interest related to uncertain tax positions as income tax

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expense. For the years ended December 31, 2020 and 2019, there were no penalties nor interest recorded in income tax expense. The following is a tabular reconciliation of the total amounts of uncertain tax positions:

| | Year Ended December 31, | |
|--|-------------------------------|---------------|
| | 2020 | 2019 |
| | (Dollar amounts in thousands) | |
| Uncertain tax positions - January 1 | \$ 162 | \$ 162 |
| Gross increases – prior-year positions | - | - |
| Gross decreases – prior-year positions | - | - |
| Gross increases – current-year positions | - | - |
| Settlements with tax authorities | - | - |
| Reduction due to statute lapse | - | - |
| Uncertain tax positions - December 31 | <u>\$ 162</u> | <u>\$ 162</u> |

We believe that none of the uncertain tax positions will change within the coming year.

NOTE 6. FAIR VALUE MEASUREMENTS

Assets and liabilities measured at fair value on a recurring basis are summarized as follows:

| | Adjusted | Unrealized | Fair |
|--------------------------------|-------------------------------|-------------------|------------------|
| | Cost | Gains (Losses) | Value |
| | (Dollar amounts in thousands) | | |
| As of December 31, 2020 | | | |
| Level 1: | | | |
| Cash | \$ 502 | \$ - | \$ 502 |
| Investments – equity method | 5,047 | 6,568 | 11,615 |
| Total | <u>\$ 5,549</u> | <u>\$ 6,568</u> | <u>\$ 12,117</u> |
| As of December 31, 2019 | | | |
| Level 1: | | | |
| Cash | \$ 2,282 | \$ - | \$ 2,282 |
| Investments – equity method | 4,668 | 3,898 | 8,566 |
| Total | <u>\$ 6,950</u> | <u>\$ 3,898</u> | <u>\$ 10,848</u> |

NOTE 7. RELATED PARTY TRANSACTIONS

Interlink Electronics Inc., Qualstar Corporation, and Ridgefield Acquisition Corp. (“Ridgefield”) are related parties to BKF. Steven N. Bronson, our Chairman of the Board, President and Chief Executive Officer, is also (a) the Chairman of the Board, Chief Executive Officer and majority shareholder of Interlink, (b) the Chairman of the Board, Chief Executive Officer and majority shareholder of Qualstar, and (c) the Chairman of the Board, Chief Executive Officer and majority shareholder of Ridgefield. Ryan J. Hoffman, our Chief Financial Officer, is also the Chief Financial Officer of Interlink and Qualstar.

We entered into a cost sharing agreement on March 1, 2016 with Interlink. Pursuant to the agreement, BKF occupied and used one furnished office, telephone and other services, located at Interlink’s corporate offices (at that time located in Westlake Village, California) for a fee of \$1,000 per month. The agreement was amended effective February 1, 2017 reducing the fee to \$250 per month. On March 1, 2018, BKF leased executive office space in Charleston, South Carolina. Interlink used a portion of this office space for a proportionate fee. BKF still utilized a portion of the Interlink corporate offices in California for the \$250 per month fee. Effective March 1, 2018 we

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modified the existing agreement and entered into a cost-sharing agreement with Interlink that calls for a monthly net settlement of all shared costs between the use of the California and the South Carolina offices, including rent, administrative expenses and similar costs.

In February 2019, the Company chose not to renew the lease for executive office space in South Carolina. As a result, BKF no longer has a physical presence in South Carolina. The Company still used and paid for office space located at Interlink's corporate offices in Westlake Village, California, for a fee of \$250 per month until June 2019, when Interlink moved its corporate offices to Camarillo, California in a facility shared with Qualstar. Beginning in June 2019, BKF paid Qualstar the \$250 per month fee for use of part of Qualstar's Camarillo, California office. In July 2020, both Interlink and Qualstar relocated their corporate offices to Irvine, California. BKF continued to pay Qualstar \$250 per month through November 2020 for use of part of the Camarillo, California office space. Beginning in November 2020, BKF ceased using a portion of Qualstar's Camarillo, California office space and commenced using a portion of Interlink's Irvine, California office space, for which BKF pays Interlink approximately \$500 per month.

Interlink and Qualstar occasionally pay administrative expenses on behalf of BKF, for which BKF reimburses Interlink and Qualstar. Similarly, BKF will occasionally pay administrative expenses on behalf of Interlink and Qualstar, for which Interlink and Qualstar reimburse BKF. At December 31, 2020 and 2019, there were no amounts owed between the companies. During the years ended December 31, 2020 and 2019, Interlink billed BKF \$2,482 and \$1,917, respectively, for office space usage and other expense reimbursements, all of which were paid by BKF in those respective years. During the years ended December 31, 2020 and 2019, BKF billed Interlink \$0 and \$4,301, respectively, for office space usage and other expense reimbursements, all of which were paid by Interlink in those respective years. During the years ended December 31, 2020 and 2019, Qualstar billed BKF \$3,127 and \$6,627, respectively, for office space usage and other expense reimbursements, all of which were paid by BKF in those respective years. During the years ended December 31, 2020 and 2019, BKF billed Qualstar \$0 and \$1,791, respectively, for other expense reimbursements, all of which were paid by Qualstar in those respective years.

Ridgefield previously occupied a portion of our offices on a month to month basis for a rental fee of \$50 per month that was intended to cover administrative costs and provide a physical location to use on an occasional basis. Effective June 30, 2019, Ridgefield terminated this arrangement and leased its own administrative office in Nevada. At both December 31, 2020 and 2019, Ridgefield owed BKF \$2,800 for this rental fee. There were no payments made between the parties in either 2020 or 2019.

NOTE 8. STOCKHOLDERS' EQUITY

The Company's board of directors previously approved and adopted a stock repurchase program, pursuant to which the Company may purchase in open market or privately negotiated transactions up to 100,000 shares of the Company's common stock during the twelve (12) month period July 1, 2019 through June 30, 2020. In September 2019, the Company repurchased 11,741 shares of common stock for \$144,680. In November and December of 2019, the Company repurchased 6,220 shares of common stock for \$74,614. Prior to the program expiring in June 2020, the Company purchased 50 shares of common stock for \$433. All shares repurchased under the program were retired, reducing the number of issued shares to 691,157 at June 30, 2020.

On July 16, 2020, stockholders approved an amendment to our Restated Certificate of Incorporation to accomplish a 1-for-10,000 reverse stock split of our issued and outstanding common stock, followed immediately by a 10,000-to-1 forward stock split of our issued and outstanding common stock. Shares of common stock that would have been converted into less than 1 share in the reverse stock split were cashed out at \$9.50 per share of common stock held before the reverse stock split. Registered stockholders that held at least 10,000 shares of common stock at the effective time of the reverse stock split experienced no changes in their holdings. As a result of the stock split

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transactions, the number of common shares issued and outstanding was reduced to 583,276. Shares that were cashed out were accounted for as repurchased shares and were retired.

NOTE 9. COMMITMENTS AND CONTINGENCIES

In August 2018, the United States Department of Justice filed two civil complaints asserting that BKF is liable for remediation costs under the Comprehensive Environmental Response, Compensation, and Liability Act (“CERCLA”). The parallel lawsuits are identical except for the location of the cleanup sites, which are in separate district court jurisdictions in Florida. The sites are located on tracts of land now known as the Avon Park Air Force Range (“Avon Park”). Predecessors to BKF owned the land until 1942 when it was transferred to the United States Government pursuant to a Judgement on Declaration of Taking.

The claim is a remediation of certain pesticides and other chemicals used in dipping vats. Cattle dipping was widely used method to eradicate tick-borne diseases from Florida’s otherwise prosperous cattle industry. The Florida Legislature passed a law in 1923 requiring every cattleman in the state to comply with a full tick eradication program, which included dipping cattle every two weeks. The Company has valid factual and legal defenses to this claim and vigorously defended our position in response to the Complaints.

In October 2018, both parties in the Avon Park CERCLA litigation agreed to a change in venue whereby both complaints became subject to the jurisdiction of the Middle District of Florida, rather than in separate district courts.

In November 2018, the parties agreed to voluntary mediation. The Company was willing to resolve the case through any available means and participated in the mediation in good faith. In connection with early mediation of this case, the parties reached a comprehensive settlement agreement in principle to resolve two civil complaints. Under the settlement, BKF agreed to pay \$725,000 covering both cases, and received a limited covenant not to sue on Avon Park tracts of land in the form of a comfort letter. The settlement was subject to the negotiation and approval of a Consent Decree, which was published in the Federal Register on May 24, 2019. The comment period (30 days) expired on June 23, 2019 with no comments received. The Consent Decree was approved and entered by the District Court (Middle District of Florida) on July 19, 2019 and cash payment of the settlement obligation occurred on July 30, 2019.

In addition to the Avon Park matter, we are from time to time subject to other litigation and legal proceedings arising in the ordinary course of business. We believe that the outcome of such other litigation and legal proceedings will not have a material adverse effect on our financial condition, results of operations and cash flows. Expenses for administrative and legal proceedings are recorded when incurred.