Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
DRIVECAM INC RETIREMENT SAVINGS 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2004

2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)

DRIVECAM INC.

8911 BALBOA AVENUE
SUITE 200
SAN DIEGO, CA 92123

8911 BALBOA AVENUE
SUITE 200
SAN DIEGO, CA 92123

2b Employer Identification Number (EIN)
33-0794096

2c Sponsor's telephone number
858-430-4000

2d Business code (see instructions)
541519

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/01/2012	KATHERINE OSMIAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
DRIVECAM INC.

8911 BALBOA AVENUE
SUITE 200
SAN DIEGO, CA 92123

3b Administrator's EIN
33-0794096

3c Administrator's telephone number
858-430-4000

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	119
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	168
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	18
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	186
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	187
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	95
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 2T 3D 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	X	**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)		**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X	**H** (Financial Information)
(2)		**I** (Financial Information – Small Plan)
(3)		**A** (Insurance Information)
(4)	X	**C** (Service Provider Information)
(5)		**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2011** **This Form is Open to Public Inspection.**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
DRIVECAM INC RETIREMENT SAVINGS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DRIVECAM INC.

D Employer Identification Number (EIN)
33-0794096

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

FID.INV.INST.OPS.CO.

04-2647786

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	2030	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALLNZ NFJ DIV VAL AD - BOSTON FINAN 04-2526037	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COL SM CAP VAL II Z - COLUMBIA MGT P.O. BOX 8081 BOSTON, MA 02266-8081	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MSIF MID CAP GRTH P - MORGAN STANLE 13-3799749	0.35%

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ROYCE VALUE PLUS SER - BOSTON FINAN 04-2526037	0.45%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WFA SM CAP VAL INV - BOSTON FINANCI 04-2526037	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

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(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
DRIVECAM INC RETIREMENT SAVINGS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DRIVECAM INC.

D Employer Identification Number (EIN)
33-0794096

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	224632	257552
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	22394	18700
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	2586788	3144341
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2833814	3420593
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	2833814	3420593

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	722747	
(C) Others (including rollovers)	2a(1)(C)	327068	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1049815
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	23	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	1537	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		1560
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	93922	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		93922
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-226196
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		919101
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	330289	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		330289
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	2033	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2033
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		332322
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		586779
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: MAYER HOFFMAN MCCANN P.C. (2) EIN: 43-1947695

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	**4a**		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	**4b**		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	**4c**		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	**4d**		X	
e	Was this plan covered by a fidelity bond?	**4e**		X	
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	**4i**	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	**4j**		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	**4k**		X	
l	Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	**4n**		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
DRIVECAM INC RETIREMENT SAVINGS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DRIVECAM INC.

D Employer Identification Number (EIN)
33-0794096

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-6568107

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

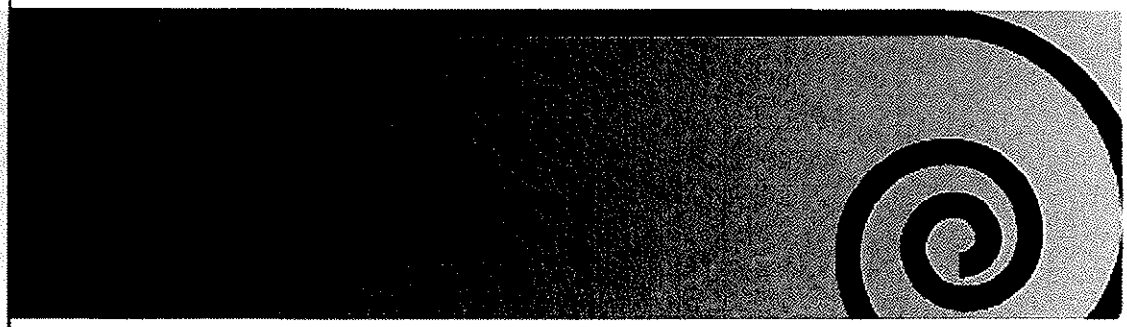
19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

DriveCam, Inc. Retirement Savings 401(k) Plan



Financial Statements and Supplemental Schedule

December 31, 2011 and 2010

MHM

Mayer Hoffman McCann P.C.

An Independent CPA Firm

DriveCam, Inc. Retirement Savings 401(k) Plan

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* Other schedules required by 29 CFR 2520.103-10 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA") have been omitted because they are not applicable.

Mayer Hoffman McCann P.C.
An Independent CPA Firm

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Independent Auditors' Report

To the Management of
DriveCam, Inc.
8911 Balboa Avenue
San Diego, CA 92123

We were engaged to audit the financial statements and supplemental schedule of the **DriveCam, Inc. Retirement Savings 401(k) Plan** ("Plan") as of December 31, 2011 and 2010 and for the year ended December 31, 2011, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the Trustee as of December 31, 2011 and 2010 and for the years then ended, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the accompanying financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with U.S. generally accepted auditing standards and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Mayer Hoffman McCann P.C.

San Diego, California
September 28, 2012

DriveCam, Inc. Retirement Savings 401(k) Plan

Statements of Net Assets Available for Benefits

December 31,	**2011**	2010
Assets		
Investments at fair value	**$ 3,401,893**	$ 2,811,420
Receivables		
Participants' contributions	**-**	13,374
Notes receivable from participants	**18,700**	22,394
Total receivables	**18,700**	35,768
Total assets	**3,420,593**	2,847,188
Net Assets Available for Benefits	**$ 3,420,593**	$ 2,847,188

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

DriveCam, Inc. Retirement Savings 401(k) Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2011

Additions to Net Assets	
Investment income:	
Interest and dividend income	$ 93,945
Interest income on notes receivable from participants	1,537
Contributions:	
Participants	709,373
Rollovers	327,068
	1,036,441
Total additions	1,131,923
Deductions from Net Assets	
Net depreciation in fair value of investments	226,196
Benefits paid to participants	330,289
Expenses	2,033
Total deductions	558,518
Net Increase in Net Assets Available for Benefits	573,405
Net Assets Available for Benefits, Beginning of Year	2,847,188
Net Assets Available for Benefits, End of Year	$ 3,420,593

The accompanying notes are an integral part of this financial statement.

1. Description of the Plan

The following description of the **DriveCam, Inc. Retirement Savings 401(k) Plan** ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan was established on January 1, 2004, as amended on January 28, 2008 and February 8, 2010, to permit employees to make pre-tax contributions to the Plan; thereby, providing employees with an opportunity to accumulate funds for their retirement.

The Plan is a defined contribution plan established and sponsored by DriveCam, Inc. ("Company"). The Plan covers substantially all employees of the Company and is administered by the Company. The Plan's trustee is Fidelity Management Trust Company ("Trustee"), which has the authority and responsibility for the management and investment of Plan assets.

Eligibility

An employee is eligible to participate in the Plan if the employee is at least 18 years of age. Full-time and part-time employees are eligible to participate in the Plan. Upon their date of hire an employee can enter the Plan on the first day of the following month.

Contributions

Each participant may contribute up to 90% of their annual compensation subject to an annual limitation imposed by Internal Revenue Service regulations. Contributions withheld are invested in accordance with the participant's direction.

The Plan provides that the Company has the discretion to make matching and profit sharing contributions. The Company did not make any matching or profit sharing contributions in 2011 or 2010.

Participants are also allowed to make rollover contributions of amounts received from other tax-qualified employer-sponsored retirement plans. Such contributions are deposited in the appropriate investment funds in accordance with the participants' direction and the Plan's provisions.

Vesting

Participants are immediately vested in their employee and rollover contributions. Matching and profit sharing contributions vest 20% after one complete year of service, as defined in the Plan agreement, and an additional 20% for each complete year of service thereafter until fully vested.

Allocations

Each participant's account is credited with an allocation of investment earnings and an allocation of the Plan's administrative expenses. Allocations are based on participant earnings or account balances, as defined in the Plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account balance.

Notes receivable from participants

Loans shall be made available to all qualifying participants on a reasonably equivalent basis. The Plan allows participants to borrow against their vested balances. Loans are not to be made for less than $1,000 and are not to exceed the lesser of $50,000 or 50% of a participant's vested balance. Loans are secured by the balance in the participant's account. Loan terms range from one to five years unless it is for the purchase of principal residence in which case the loan repayment period many not extend beyond 10 years from the date of the loan.

Benefit payments

Upon termination of service due to death, disability, or retirement, participants (or beneficiaries) may elect to receive a lump-sum amount equal to the value of the participant's vested interest in their account. For termination of service for other reasons, a participant may receive the value of the vested interest in their account as a lump-sum distribution.

Administrative expenses

Expenses related to the operation and administration of the Plan may be paid by the Plan and reimbursed by Plan Sponsor. In 2011, $2,033 of expenses were paid by the Plan.

Plan termination

While the Company has not expressed any intent to terminate the Plan, in the event of such a termination, the Plan agreement provides that the participants' accounts become fully vested in their accounts.

2. Summary of Significant Accounting Policies

A summary of the Plan's significant accounting policies applied in the preparation of the accompanying financial statements are as follows:

Basis of accounting

The Plan uses the accrual basis of accounting in conformity with U.S. generally accepted accounting principles ("GAAP").

Use of estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of income and expenses during the reporting period. Actual results could differ from estimates.

Fair value measurements

The Financial Accounting Standards Board ("FASB") establishes authoritative guidance on fair value measurements which provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

Level 1 – Valuation is based upon quoted prices in active markets for identical assets or liabilities.

Level 2 – Valuation is based upon other significant observable inputs (including quoted prices for similar assets or liabilities in active markets, identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, etc.).

Level 3 – Valuation is based upon significant unobservable inputs, including the reporting entity's own assumptions in determining the fair value of investments.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used

Fair value measurements, cont'd

need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Common stocks, corporate bonds, and U.S. government securities: Valued at the closing price reported on the active market on which the individual securities are traded.

Mutual funds: Valued at the net asset value (NAV) of shares held by the Plan at year end.

The preceding methods described may produce a fair value calculation that may not be indicative of the net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2011 and 2010:

Investments at Fair Value as of December 31, 2011

	Level 1
Mutual Funds:	
Blend funds	$ 2,122,896
Growth funds	500,292
Bond funds	316,050
Money market fund	257,553
Value funds	205,102
Total investments at fair value	$ 3,401,893

Fair value measurements, cont'd

Investments at Fair Value as of December 31, 2010

	Level 1
Mutual Funds:	
Blend funds	$ 1,823,045
Growth funds	373,166
Bond funds	224,632
Money market fund	227,026
Value funds	163,551
Total investments at fair value	$ 2,811,420

Investment valuation and earnings

Mutual funds and the money market fund are stated at fair value. Fair value has been measured using quoted market prices in an active market. The Plan presents in the statement of changes in net assets the net appreciation or depreciation in the fair value of its investments which consisted of the realized gains or losses on sale of investments and the unrealized appreciation or depreciation of those investments.

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance plus accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan agreement.

New accounting standard

In May 2011 the FASB issued guidance which amends current guidance related to fair value measurements. This guidance requires the categorization by level for items that are only required to be disclosed at fair value and information about transfers between Level 1 and Level 2. In addition, it provides guidance on measuring the fair value of financial instruments managed within a portfolio and the application of premiums and discounts on fair value measurements. The guidance requires additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. The new guidance is effective for reporting periods beginning after December 15, 2011. The Company is currently evaluating the impact that this guidance will have on the Plan's financial statement disclosures.

Reclassifications

Certain amounts in the 2010 financial statements have been reclassified to conform with the 2011 classifications. These reclassifications have no effect on net assets available for benefits.

3. Information Certified by the Plan's Trustee (Unaudited)

The Plan Sponsor has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA.

Trustee

All Plan assets are held by the Plan's Trustee, who is responsible for the maintenance of all accounting records and the preparation of reports of activity related to those assets. The Trustee has certified to the Plan Administrator the completeness and accuracy of the financial information and data presented in the December 31, 2011 and 2010 statements of net assets available for benefits, and in the statement of changes in net assets available for benefits for the year ended December 31, 2011. Financial information relating to assets included in the accompanying financial statements is based on the following information provided by the Trustee.

The following investments represent 5% or more of the Plan's net assets available for benefits at December 31:

Description of Investment	**2011**	2010
Fidelity Freedom 2025	**$284,202**	$292,888
Fidelity Retirement Money Market	**$257,552**	$224,632
Fidelity Freedom 2035	**$229,152**	$162,239
Fidelity Freedom 2030	**$220,956**	$185,945
Fidelity Freedom 2020	**$214,008**	$156,172
Fidelity Freedom 2045	**$197,699**	*
Fidelity Spartan Extended Market Index	**$172,390**	$144,206
Fidelity Freedom 2040	*	$163,222
Fidelity Emerging Markets	*	$145,345

* Investment did not represent 5% or more of Plan's net assets available for benefits given year.

Notes receivable from participants were $18,700 and $22,394 as of December 31, 2011 and 2010, respectively.

Interest and dividend income

Interest and dividend income was $93,945 for 2011.

Interest income on notes receivable from participants

Interest income on notes receivable from participants was $1,537 for 2011.

Net depreciation in market value of investments

The values of the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated $226,196 during 2011.

4. Tax Status

The Plan obtained its latest determination letter on March 31, 2008, in which the Internal Revenue Service stated that the Plan and the related trust are designed in accordance with the applicable sections of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

5. Party-In-Interest Transactions

Certain Plan assets were invested in Trustee accounts and, therefore, these transactions qualify as party-in-interest transactions.

6. Pending Distributions

There were no pending distributions at December 31, 2011.

7. Risk and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risk. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' accounts balances and the amounts reported in the statement of net assets available for benefits.

8. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of participant contributions per the financial statements to Form 5500 as of December 31, 2011:

Participant contributions per financial statements	$ 709,373
Add participant contributions receivable – prior year	13,374
Participant contributions per Form 5500	$ 722,747

9. Subsequent Events

The Plan has evaluated subsequent events through September 28, 2012, which is the date the financial statements were available to be issued.

DriveCam, Inc. Retirement Savings 401(k) Plan

Supplemental Schedule

DriveCam, Inc. Retirement Savings 401(k) Plan

Schedule H, line 4i – Schedule of Assets (Held at End of Year)

EIN: 33-0794096 Plan #001

December 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost **	(e) Current Value
*	Fidelity Freedom 2025	Mutual Fund	$ -	$ 284,202
*	Fidelity Retirement Money Market	Money Market Fund	$ -	$ 257,552
*	Fidelity Freedom 2035	Mutual Fund	$ -	$ 229,152
*	Fidelity Freedom 2030	Mutual Fund	$ -	$ 220,956
*	Fidelity Freedom 2020	Mutual Fund	$ -	$ 214,008
*	Fidelity Freedom 2045	Mutual Fund	$ -	$ 197,699
*	Fidelity Spartan Extended Market Index	Mutual Fund	$ -	$ 172,390
*	Fidelity Spartan 500 Index	Mutual Fund	$ -	$ 167,762
*	Fidelity Capital & Income	Mutual Fund	$ -	$ 158,636
*	Fidelity Total Bond	Mutual Fund	$ -	$ 157,414
*	Fidelity Select Energy	Mutual Fund	$ -	$ 145,296
*	Fidelity Freedom 2040	Mutual Fund	$ -	$ 135,761
*	Fidelity Balanced	Mutual Fund	$ -	$ 125,479
*	Fidelity Emerging Markets	Mutual Fund	$ -	$ 117,896
*	Fidelity Capital Appreciation	Mutual Fund	$ -	$ 95,709
*	Fidelity International Discovery	Mutual Fund	$ -	$ 91,127
*	Fidelity Freedom 2010	Mutual Fund	$ -	$ 76,300
	Allianz NFJ Dividend Value	Mutual Fund	$ -	$ 67,204
	MSIF Mid Cap Growth	Mutual Fund	$ -	$ 61,071
	Royce Value Plus	Mutual Fund	$ -	$ 51,364
	WFA Small Cap Value Inv	Mutual Fund	$ -	$ 43,254
*	Fidelity Select Utilities	Mutual Fund	$ -	$ 39,182
*	Fidelity Select Technology	Mutual Fund	$ -	$ 38,377

DriveCam, Inc. Retirement Savings 401(k) Plan

Schedule H, line 4i – Schedule of Assets (Held at End of Year), Cont'd

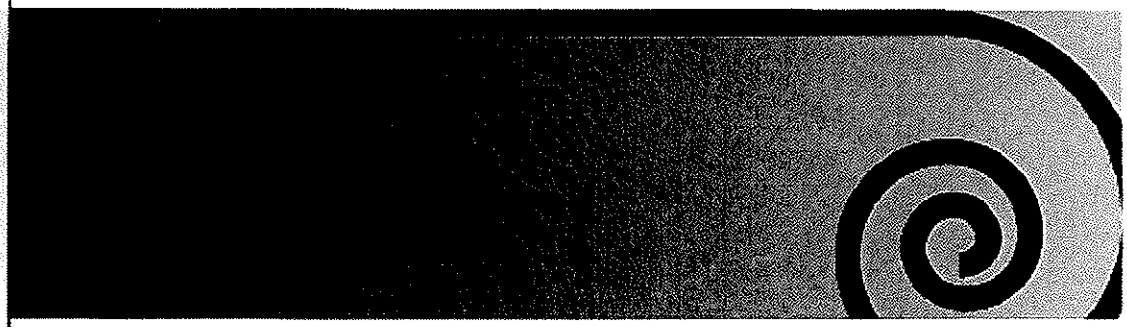
EIN: 33-0794096 Plan #001

December 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost **	(e) Current Value
*	Fidelity Leveraged Co Stock	Mutual Fund	$ -	$ 37,793
*	Fidelity Select Healthcare	Mutual Fund	$ -	$ 37,166
*	Fidelity Value	Mutual Fund	$ -	$ 31,799
*	Fidelity Real Estate Investment	Mutual Fund	$ -	$ 30,924
*	Fidelity Spartan International Index	Mutual Fund	$ -	$ 30,421
*	Fidelity Disciplined Equity	Mutual Fund	$ -	$ 27,726
*	Fidelity Freedom 2050	Mutual Fund	$ -	$ 17,004
	Columbia Small Cap Value II Z	Mutual Fund	$ -	$ 15,336
*	Fidelity Select Financial	Mutual Fund	$ -	$ 13,788
*	Fidelity Freedom 2015	Mutual Fund	$ -	$ 7,229
*	Fidelity Freedom Income	Mutual Fund	$ -	$ 4,916
*	Notes receivable from participants	7.00% - 9.25%	$ -	$ 18,700

* Represents a party-in-interest.
** Cost omitted as allowed for participant-directed transactions under an individual account plan.

DriveCam, Inc. Retirement Savings 401(k) Plan



Financial Statements and Supplemental Schedule

December 31, 2011 and 2010

MHM

Mayer Hoffman McCann P.C.

An Independent CPA Firm

DriveCam, Inc. Retirement Savings 401(k) Plan

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* Other schedules required by 29 CFR 2520.103-10 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA") have been omitted because they are not applicable.

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Independent Auditors' Report

To the Management of
DriveCam, Inc.
8911 Balboa Avenue
San Diego, CA 92123

We were engaged to audit the financial statements and supplemental schedule of the **DriveCam, Inc. Retirement Savings 401(k) Plan** ("Plan") as of December 31, 2011 and 2010 and for the year ended December 31, 2011, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the Trustee as of December 31, 2011 and 2010 and for the years then ended, that the information provided to the Plan Administrator by the Trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the accompanying financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with U.S. generally accepted auditing standards and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Mayer Hoffman McCann P.C.

San Diego, California
September 28, 2012

DriveCam, Inc. Retirement Savings 401(k) Plan

Statements of Net Assets Available for Benefits

December 31,	**2011**	2010
Assets		
Investments at fair value	**$ 3,401,893**	$ 2,811,420
Receivables		
Participants' contributions	**-**	13,374
Notes receivable from participants	**18,700**	22,394
Total receivables	**18,700**	35,768
Total assets	**3,420,593**	2,847,188
Net Assets Available for Benefits	**$ 3,420,593**	$ 2,847,188

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

DriveCam, Inc. Retirement Savings 401(k) Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2011

Additions to Net Assets	
Investment income:	
Interest and dividend income	$ 93,945
Interest income on notes receivable from participants	1,537
Contributions:	
Participants	709,373
Rollovers	327,068
	1,036,441
Total additions	1,131,923
Deductions from Net Assets	
Net depreciation in fair value of investments	226,196
Benefits paid to participants	330,289
Expenses	2,033
Total deductions	558,518
Net Increase in Net Assets Available for Benefits	573,405
Net Assets Available for Benefits, Beginning of Year	2,847,188
Net Assets Available for Benefits, End of Year	$ 3,420,593

The accompanying notes are an integral part of this financial statement.

1. Description of the Plan

The following description of the **DriveCam, Inc. Retirement Savings 401(k) Plan** ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan was established on January 1, 2004, as amended on January 28, 2008 and February 8, 2010, to permit employees to make pre-tax contributions to the Plan; thereby, providing employees with an opportunity to accumulate funds for their retirement.

The Plan is a defined contribution plan established and sponsored by DriveCam, Inc. ("Company"). The Plan covers substantially all employees of the Company and is administered by the Company. The Plan's trustee is Fidelity Management Trust Company ("Trustee"), which has the authority and responsibility for the management and investment of Plan assets.

Eligibility

An employee is eligible to participate in the Plan if the employee is at least 18 years of age. Full-time and part-time employees are eligible to participate in the Plan. Upon their date of hire an employee can enter the Plan on the first day of the following month.

Contributions

Each participant may contribute up to 90% of their annual compensation subject to an annual limitation imposed by Internal Revenue Service regulations. Contributions withheld are invested in accordance with the participant's direction.

The Plan provides that the Company has the discretion to make matching and profit sharing contributions. The Company did not make any matching or profit sharing contributions in 2011 or 2010.

Participants are also allowed to make rollover contributions of amounts received from other tax-qualified employer-sponsored retirement plans. Such contributions are deposited in the appropriate investment funds in accordance with the participants' direction and the Plan's provisions.

Vesting

Participants are immediately vested in their employee and rollover contributions. Matching and profit sharing contributions vest 20% after one complete year of service, as defined in the Plan agreement, and an additional 20% for each complete year of service thereafter until fully vested.

Allocations

Each participant's account is credited with an allocation of investment earnings and an allocation of the Plan's administrative expenses. Allocations are based on participant earnings or account balances, as defined in the Plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account balance.

Notes receivable from participants

Loans shall be made available to all qualifying participants on a reasonably equivalent basis. The Plan allows participants to borrow against their vested balances. Loans are not to be made for less than $1,000 and are not to exceed the lesser of $50,000 or 50% of a participant's vested balance. Loans are secured by the balance in the participant's account. Loan terms range from one to five years unless it is for the purchase of principal residence in which case the loan repayment period many not extend beyond 10 years from the date of the loan.

Benefit payments

Upon termination of service due to death, disability, or retirement, participants (or beneficiaries) may elect to receive a lump-sum amount equal to the value of the participant's vested interest in their account. For termination of service for other reasons, a participant may receive the value of the vested interest in their account as a lump-sum distribution.

Administrative expenses

Expenses related to the operation and administration of the Plan may be paid by the Plan and reimbursed by Plan Sponsor. In 2011, $2,033 of expenses were paid by the Plan.

Plan termination

While the Company has not expressed any intent to terminate the Plan, in the event of such a termination, the Plan agreement provides that the participants' accounts become fully vested in their accounts.

2. Summary of Significant Accounting Policies

A summary of the Plan's significant accounting policies applied in the preparation of the accompanying financial statements are as follows:

Basis of accounting

The Plan uses the accrual basis of accounting in conformity with U.S. generally accepted accounting principles ("GAAP").

Use of estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of income and expenses during the reporting period. Actual results could differ from estimates.

Fair value measurements

The Financial Accounting Standards Board ("FASB") establishes authoritative guidance on fair value measurements which provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

Level 1 – Valuation is based upon quoted prices in active markets for identical assets or liabilities.

Level 2 – Valuation is based upon other significant observable inputs (including quoted prices for similar assets or liabilities in active markets, identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, etc.).

Level 3 – Valuation is based upon significant unobservable inputs, including the reporting entity's own assumptions in determining the fair value of investments.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used

Fair value measurements, cont'd

need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Common stocks, corporate bonds, and U.S. government securities: Valued at the closing price reported on the active market on which the individual securities are traded.

Mutual funds: Valued at the net asset value (NAV) of shares held by the Plan at year end.

The preceding methods described may produce a fair value calculation that may not be indicative of the net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2011 and 2010:

Investments at Fair Value as of December 31, 2011

	Level 1
Mutual Funds:	
Blend funds	$ 2,122,896
Growth funds	500,292
Bond funds	316,050
Money market fund	257,553
Value funds	205,102
Total investments at fair value	$ 3,401,893

Fair value measurements, cont'd

Investments at Fair Value as of December 31, 2010

	Level 1
Mutual Funds:	
Blend funds	$ 1,823,045
Growth funds	373,166
Bond funds	224,632
Money market fund	227,026
Value funds	163,551
Total investments at fair value	$ 2,811,420

Investment valuation and earnings

Mutual funds and the money market fund are stated at fair value. Fair value has been measured using quoted market prices in an active market. The Plan presents in the statement of changes in net assets the net appreciation or depreciation in the fair value of its investments which consisted of the realized gains or losses on sale of investments and the unrealized appreciation or depreciation of those investments.

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance plus accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan agreement.

New accounting standard

In May 2011 the FASB issued guidance which amends current guidance related to fair value measurements. This guidance requires the categorization by level for items that are only required to be disclosed at fair value and information about transfers between Level 1 and Level 2. In addition, it provides guidance on measuring the fair value of financial instruments managed within a portfolio and the application of premiums and discounts on fair value measurements. The guidance requires additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. The new guidance is effective for reporting periods beginning after December 15, 2011. The Company is currently evaluating the impact that this guidance will have on the Plan's financial statement disclosures.

Reclassifications

Certain amounts in the 2010 financial statements have been reclassified to conform with the 2011 classifications. These reclassifications have no effect on net assets available for benefits.

3. Information Certified by the Plan's Trustee (Unaudited)

The Plan Sponsor has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA.

Trustee

All Plan assets are held by the Plan's Trustee, who is responsible for the maintenance of all accounting records and the preparation of reports of activity related to those assets. The Trustee has certified to the Plan Administrator the completeness and accuracy of the financial information and data presented in the December 31, 2011 and 2010 statements of net assets available for benefits, and in the statement of changes in net assets available for benefits for the year ended December 31, 2011. Financial information relating to assets included in the accompanying financial statements is based on the following information provided by the Trustee.

The following investments represent 5% or more of the Plan's net assets available for benefits at December 31:

Description of Investment	**2011**	2010
Fidelity Freedom 2025	**$284,202**	$292,888
Fidelity Retirement Money Market	**$257,552**	$224,632
Fidelity Freedom 2035	**$229,152**	$162,239
Fidelity Freedom 2030	**$220,956**	$185,945
Fidelity Freedom 2020	**$214,008**	$156,172
Fidelity Freedom 2045	**$197,699**	*
Fidelity Spartan Extended Market Index	**$172,390**	$144,206
Fidelity Freedom 2040	*	$163,222
Fidelity Emerging Markets	*	$145,345

* Investment did not represent 5% or more of Plan's net assets available for benefits given year.

Notes receivable from participants were $18,700 and $22,394 as of December 31, 2011 and 2010, respectively.

Interest and dividend income

Interest and dividend income was $93,945 for 2011.

Interest income on notes receivable from participants

Interest income on notes receivable from participants was $1,537 for 2011.

Net depreciation in market value of investments

The values of the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated $226,196 during 2011.

4. Tax Status

The Plan obtained its latest determination letter on March 31, 2008, in which the Internal Revenue Service stated that the Plan and the related trust are designed in accordance with the applicable sections of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

5. Party-In-Interest Transactions

Certain Plan assets were invested in Trustee accounts and, therefore, these transactions qualify as party-in-interest transactions.

6. Pending Distributions

There were no pending distributions at December 31, 2011.

7. Risk and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risk. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' accounts balances and the amounts reported in the statement of net assets available for benefits.

8. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of participant contributions per the financial statements to Form 5500 as of December 31, 2011:

Participant contributions per financial statements	$ 709,373
Add participant contributions receivable – prior year	13,374
Participant contributions per Form 5500	$ 722,747

9. Subsequent Events

The Plan has evaluated subsequent events through September 28, 2012, which is the date the financial statements were available to be issued.

DriveCam, Inc. Retirement Savings 401(k) Plan

Supplemental Schedule

DriveCam, Inc. Retirement Savings 401(k) Plan

Schedule H, line 4i – Schedule of Assets (Held at End of Year)

EIN: 33-0794096 Plan #001

December 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost **	(e) Current Value
*	Fidelity Freedom 2025	Mutual Fund	$ -	$ 284,202
*	Fidelity Retirement Money Market	Money Market Fund	$ -	$ 257,552
*	Fidelity Freedom 2035	Mutual Fund	$ -	$ 229,152
*	Fidelity Freedom 2030	Mutual Fund	$ -	$ 220,956
*	Fidelity Freedom 2020	Mutual Fund	$ -	$ 214,008
*	Fidelity Freedom 2045	Mutual Fund	$ -	$ 197,699
*	Fidelity Spartan Extended Market Index	Mutual Fund	$ -	$ 172,390
*	Fidelity Spartan 500 Index	Mutual Fund	$ -	$ 167,762
*	Fidelity Capital & Income	Mutual Fund	$ -	$ 158,636
*	Fidelity Total Bond	Mutual Fund	$ -	$ 157,414
*	Fidelity Select Energy	Mutual Fund	$ -	$ 145,296
*	Fidelity Freedom 2040	Mutual Fund	$ -	$ 135,761
*	Fidelity Balanced	Mutual Fund	$ -	$ 125,479
*	Fidelity Emerging Markets	Mutual Fund	$ -	$ 117,896
*	Fidelity Capital Appreciation	Mutual Fund	$ -	$ 95,709
*	Fidelity International Discovery	Mutual Fund	$ -	$ 91,127
*	Fidelity Freedom 2010	Mutual Fund	$ -	$ 76,300
	Allianz NFJ Dividend Value	Mutual Fund	$ -	$ 67,204
	MSIF Mid Cap Growth	Mutual Fund	$ -	$ 61,071
	Royce Value Plus	Mutual Fund	$ -	$ 51,364
	WFA Small Cap Value Inv	Mutual Fund	$ -	$ 43,254
*	Fidelity Select Utilities	Mutual Fund	$ -	$ 39,182
*	Fidelity Select Technology	Mutual Fund	$ -	$ 38,377

DriveCam, Inc. Retirement Savings 401(k) Plan

Schedule H, line 4i – Schedule of Assets (Held at End of Year), Cont'd

EIN: 33-0794096 Plan #001

December 31, 2011

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