

CHINA SECURITY & SURVEILLANCE TECHNOLOGY, INC.

Form 10-Q

August 04, 2008

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended: June 30, 2008

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 000-25901

**CHINA SECURITY & SURVEILLANCE TECHNOLOGY,  
INC.**

(Exact name of small business issuer as specified in its charter)

**Delaware**

**98-0509431**

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Empl. Ident. No.)

**13/F, Shenzhen Special Zone Press Tower, Shennan Road**

**Futian District, Shenzhen, China 518034**

(Address of principal executive offices, Zip Code)

**(86) 755-8351-0888**

(Registrant's telephone number, including area code)

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(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	<input type="checkbox"/>	Accelerated Filer	<input checked="" type="checkbox"/>
Non-Accelerated Filer (Do not check if a smaller reporting company)	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

The number of shares outstanding of each of the issuer's classes of common equity, as of August 1, 2008 is as follows:

Class of Securities	Shares Outstanding
Common Stock, \$0.0001 par value	45,122,541

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes

No

## TABLE OF CONTENTS

	<b>Page</b>
<b>PART I</b>	
Item 1. Financial Statements	3
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	29
Item 3. Quantitative and Qualitative Disclosures About Market Risk	46
Item 4T. Controls and Procedures	47
<b>PART II</b>	
Item 1. Legal Proceedings	48
Item 1A. Risk Factors	48
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	48
Item 3. Defaults Upon Senior Securities	48
Item 4. Submission of Matters to a Vote of Securities Holders	48
Item 5. Other Information	49
Item 6. Exhibits	49

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**PART I**  
**FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS.****CHINA SECURITY & SURVEILLANCE TECHNOLOGY, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED BALANCE SHEETS**

Expressed in thousands of U.S. dollars

(Except for share and per share amounts)

	<b>June 30, 2008 (Unaudited) USD</b>	<b>December 31, 2007 USD</b>
<b><u>ASSETS</u></b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 88,595	\$ 89,071
Accounts receivable, net	95,950	63,206
Related party receivables	214	549
Inventories, net	40,616	40,606
Prepayments and deposits	4,979	3,225
Advances to suppliers	8,699	2,877
Other receivables	12,090	13,171
Tax refundable	--	92
Deferred tax assets - current portion	128	137
Total current assets	251,271	212,934
Deposits for acquisition of subsidiaries, intangible assets and properties	36,395	46,443
Property, plant and equipment, net	34,436	24,066
Land use rights, net	2,611	1,379
Intangible assets	54,229	39,800
Goodwill	82,349	52,369
Deferred financing cost	132	150
Deferred tax assets - non-current portion	257	262
<b>TOTAL ASSETS</b>	<b>\$ 461,680</b>	<b>\$ 377,403</b>

See the accompanying notes to condensed consolidated financial statements

**CHINA SECURITY & SURVEILLANCE TECHNOLOGY, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED BALANCE SHEETS****Expressed in thousands of U.S. dollars****(Except for share and per share amounts)**

	<b>June 30, 2008 (Unaudited) USD</b>	<b>December 31, 2007 USD</b>
<b><u>LIABILITIES AND SHAREHOLDERS' EQUITY</u></b>		
<b>CURRENT LIABILITIES</b>		
Notes payable - short term	\$ 5,380	\$ 12,814
Accounts payable	32,916	21,864
Accrued expenses	6,614	5,108
Advances from customers	8,013	8,352
Taxes payable	2,381	4,153
Payable for acquisition of business	6,604	--
Deferred income	1,065	915
Total current liabilities	62,973	53,206
<b>LONG-TERM LIABILITIES</b>		
Notes payable - long term	--	698
Convertible notes payable	132,427	123,701
Total liabilities	195,400	177,605
<b>MINORITY INTEREST IN CONSOLIDATED SUBSIDIARIES</b>	34	61
<b>SHAREHOLDERS' EQUITY</b>		
Preferred stock, \$0.0001 par value; 10,000,000 shares authorized, 0 shares issued and outstanding		
Common stock, \$0.0001 par value; 290,000,000 shares authorized, 45,122,541 (June 30, 2008) and 42,506,150 (December 31, 2007) shares issued and outstanding	5	4
Additional paid-in capital	149,100	110,254
Retained earnings	89,034	76,802
Statutory reserves	804	804
Accumulated other comprehensive income	27,303	11,873
Total shareholders' equity	266,246	199,737
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$ 461,680</b>	<b>\$ 377,403</b>

See the accompanying notes to condensed consolidated financial statements





**CHINA SECURITY & SURVEILLANCE TECHNOLOGY, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME**

**Expressed in thousands of U.S. dollars**

**(Except for share and per share amounts)**

	<b>Three Months Ended June</b>		<b>Six Months Ended June 30,</b>	
	<b>30,</b>		<b>2008</b>	<b>2007</b>
	<b>2008</b>	<b>2007</b>	<b>(Unaudited)</b>	<b>(Unaudited)</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>	<b>(Unaudited)</b>	<b>(Unaudited)</b>
	USD	USD	USD	USD
<b>Revenues</b>	\$ 92,740	\$ 52,125	\$ 164,517	\$ 90,576
Cost of goods sold				
(including depreciation and amortization for the three and six months ended June 30, 2008 and 2007 of \$203, \$286, \$0 and \$0, respectively)	62,284	37,232	111,805	65,565
<b>Gross profit</b>	30,456	14,893	52,712	25,011
Selling and marketing	2,991	855	5,133	1,458
General and administrative (including non-cash employee compensation for the three and six months ended June 30, 2008 and 2007 of \$3,108, \$6,066, \$801 and \$1,066, respectively)	11,084	3,308	18,246	5,559
Depreciation and amortization	2,130	1,084	3,947	1,890
<b>Income from operations</b>	14,251	9,646	25,386	16,104
Rental income received from related party	--	129	--	256
Interest income	51	143	106	225
Interest expense	(4,786)	(4,105)	(9,649)	(5,424)
Other income, net	367	226	687	718
Income before income taxes and minority interest	9,883	6,039	16,530	11,879
Minority interest in income of consolidated subsidiaries	6	(7)	31	2

Income taxes	(2,153)	(1,767)	(4,329)	(3,083)
<b>Net income</b>	<b>7,736</b>	<b>4,265</b>	<b>12,232</b>	<b>8,798</b>
Foreign currency translation gain	6,926	1,767	15,430	2,562
<b>Comprehensive income</b>	<b>\$ 14,662</b>	<b>\$ 6,032</b>	<b>\$ 27,662</b>	<b>\$ 11,360</b>
<b>Net income per share</b>				
Basic	\$ 0.18	\$ 0.12	\$ 0.28	\$ 0.26
Diluted	\$ 0.17	\$ 0.11	\$ 0.28	\$ 0.24
<b>Weighted average number of shares outstanding</b>				
Basic	43,600,020	35,770,742	43,169,108	34,429,780
Diluted	44,927,620	38,831,023	43,853,283	36,492,123

See the accompanying notes to condensed consolidated financial statements

**CHINA SECURITY & SURVEILLANCE TECHNOLOGY, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY**

**SIX MONTHS ENDED JUNE 30, 2008 (UNAUDITED)**

Expressed in thousands of U.S. dollars

(Except for share and per share amounts)

	Common Stock	Additional		Retained	Accumulated Other Comprehensive Income	Statutory Surplus Reserve Fund	Total
	Shares	Par Value USD	Paid-in Capital USD	Earnings USD	USD	USD	USD
<b><u>BALANCE AT JANUARY 1, 2008</u></b>	42,506,150	\$ 4	\$ 110,254	\$ 76,802	\$ 11,873	\$ 804	\$ 199,737
Warrants exercised for cash per Securities Purchase Agreement	57,776	--	277	--	--	--	277
Common stock issued under Equity Incentive Plan	499,001	--	6,066	--	--	--	6,066
Forfeiture of restricted stock under Equity Incentive Plan	(27,845)	--	--	--	--	--	--
Common stock issued in connection with Exclusive Cooperation Agreement with Beijing DM Security & Technology Co., Ltd.	136,378	--	2,041	--	--	--	2,041
Common stock issued for acquisition of Guangdong Stonesonic Digital Technique Co., Ltd.	953,918	1	14,489	--	--	--	14,490
Common stock issued for acquisition of Shenzhen Longhorn Security Technology Co., Ltd.	790,502	--	12,030	--	--	--	12,030
Common stock issued for acquisition of Beijing Aurine Divine Land Technology Co., Ltd.	206,661	--	3,943	--	--	--	3,943
Foreign currency translation	--	--	--	--	15,430	--	15,430
Net income for the period	--	--	--	12,232	--	--	12,232
<b><u>BALANCE AT JUNE 30, 2008</u></b>	45,122,541	\$ 5	\$ 149,100	\$ 89,034	\$ 27,303	\$ 804	\$ 266,246

See the accompanying notes to condensed consolidated financial statements

**CHINA SECURITY & SURVEILLANCE TECHNOLOGY, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****Expressed in thousands of U.S. dollars****(Except for share and per share amounts)**

	<b>Six Months Ended June 30,</b>	
	<b>2008 (Unaudited) USD</b>	<b>2007 (Unaudited) USD</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$ 12,232	\$ 8,798
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	4,233	1,890
Provision for bad debts	125	--
Amortization of consultancy services	67	60
Amortization of deferred financing cost	18	9
Non-cash employee compensation	6,066	1,066
Redemption accretion on convertible notes	8,726	4,975
Deferred taxes	40	8
Minority interest	(31)	(2)
Changes in operating assets and liabilities:		
(Increase) decrease in:		
Accounts receivable	(25,839)	(4,217)
Related party receivables	371	(109)
Inventories	11,692	(7,602)
Prepayments & deposits	(24)	(2,549)
Advances to suppliers	(4,826)	(1,176)
Other receivables	(1,207)	(658)
(Decrease) increase in:		
Accounts payable and accrued expenses	4,232	(838)
Advances from customers	(3,007)	(4,310)
Taxes payable	(1,896)	856
Deferred income	91	16
Net cash provided by (used in) operating activities	11,063	(3,783)

Continued



**CHINA SECURITY & SURVEILLANCE TECHNOLOGY, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)**

Expressed in thousands of U.S. dollars

(Except for share and per share amounts)

	<b>Six Months Ended June</b>	
	<b>30,</b>	
	<b>2008</b>	<b>2007</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>
	<b>USD</b>	<b>USD</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Additions to property, plant and equipment	(5,344)	(1,528)
Additions to intangible assets	(1,087)	(15)
Additions to land use rights	--	(565)
Deposits paid for acquisition of subsidiaries	(3,878)	(14,657)
Deposits refunded for acquisition of subsidiaries	11,898	--
Deposits paid for acquisition of properties and intangible assets	(4,424)	(5,366)
Proceeds from disposal of land use rights and properties	3,379	--
Net cash outflow for acquisition of subsidiaries		
(net of cash acquired in acquisitions)	(8,927)	(30,275)
Net cash used in investing activities	(8,383)	(52,406)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Due to a director	--	(74)
Issuance of common stock, net of issuing expenses	--	2,318
Warrants exercised	277	--
New borrowings, net of issuing cost	4,274	116,291
Repayment of borrowings	(13,855)	(2,055)
Net cash (used in) provided by financing activities	(9,304)	116,480
<b>EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS</b>		
	6,148	513
<b>NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>	(476)	60,804
Cash and cash equivalents, beginning of period	89,071	30,980
<b>CASH AND CASH EQUIVALENTS, END OF PERIOD</b>	<b>\$ 88,595</b>	<b>\$ 91,784</b>

Continued





**CHINA SECURITY & SURVEILLANCE TECHNOLOGY, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)**

**Expressed in thousands of U.S. dollars**

**(Except for share and per share amounts)**

**SUPPLEMENTARY CASH FLOW INFORMATION:**

Interest paid	\$	899	\$	210
Income taxes paid	\$	2,364	\$	2,696

**SUPPLEMENTAL SCHEDULE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:**

136,378 shares of common stock were issued in satisfaction of the equity portion of the purchase price of approximately \$2,041 in the establishment of the exclusive cooperation agreement with Beijing DM Security & Technology Co., Ltd. ("DM") on January 18, 2008. (Note 11)

953,918 shares of common stock issuable in satisfaction of the equity portion of the purchase price of approximately \$14,490 in the acquisition of Guangdong Stonesonic Digital Technique Co., Ltd. ("Stonesonic") were issued on June 4, 2008. (Note 3)

790,502 shares of common stock issuable in satisfaction of the equity portion of the purchase price of approximately \$12,030 in the acquisition of Shenzhen Longhorn Security Technology Co., Ltd. ("Longhorn"), were issued on June 4, 2008. (Note 3)

206,661 shares of common stock issuable in satisfaction of the equity portion of the purchase price of approximately \$3,943 in the acquisition of Beijing Aurine Divine Land Technology Co., Ltd.. ("Guanling"), were issued on June 4, 2008. (Note 3)

See the accompanying notes to condensed consolidated financial statements

**CHINA SECURITY & SURVEILLANCE TECHNOLOGY, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**Expressed in thousands of U.S. dollars**

**(Except for share and per share amounts)**

1.

**BASIS OF PRESENTATION**

The accompanying financial statements, as of June 30, 2008 and for the three and six months ended June 30, 2008 and 2007, have been prepared by CHINA SECURITY & SURVEILLANCE TECHNOLOGY, INC. (the "Company" or "CSST") without audit. Pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"), certain information and footnote disclosures normally included in the financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP") have been condensed or omitted pursuant to such rules and regulations. These financial statements should be read in conjunction with the financial statements and the notes thereto included in the Company's audited annual financial statements for the year ended December 31, 2007, which are included in the Company's Annual Report on Form 10-K for the year ended December 31, 2007, filed with the SEC on March 10, 2008. Amounts as of December 31, 2007 are derived from these audited consolidated financial statements.

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosure of contingent assets and liabilities. Actual results could differ from these estimates.

In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the Company's financial position as of June 30, 2008, results of operations for the three months and six months ended June 30, 2008 and 2007, and cash flows for the six months ended June 30, 2008 and 2007, have been made. The results of operations for the three months and six months ended June 30, 2008 are not necessarily indicative of the operating results for the full year.

2.

**SUMMARY OF SELECTED SIGNIFICANT ACCOUNTING POLICIES**

(a)

**Accounts Receivable**

Trade receivables are recognized and carried at the original invoice amount less allowance for any uncollectible amounts. An estimate for doubtful accounts is made when collection of the full amount is no longer probable. Bad debts are written off as incurred.

No trade receivables due from one individual customer exceeded 10% of total accounts receivable at June 30, 2008 and December 31, 2007.

(b)

## Inventories

Inventories are stated at the lower of cost, determined on a weighted average basis, or net realizable value. Net realizable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and the estimated costs necessary to make the sale.

When inventories are sold, their carrying amount is charged to expense in the year in which the revenue is recognized. Write-downs for declines in net realizable value or for losses of inventories are recognized as an expense in the year the impairment or loss occurs. There were no declines in net realizable value of inventory for the three and six months ended June 30, 2008 and 2007.

During the three months and six months ended June 30, 2008 and 2007, approximately 40%, 37%, 99% and 81%, of total inventory purchases were from five suppliers, respectively.

**CHINA SECURITY & SURVEILLANCE TECHNOLOGY, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**Expressed in thousands of U.S. dollars**

**(Except for share and per share amounts)**

2.

**SUMMARY OF SELECTED SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

(c)

**Accounting for Computer Software To Be Sold, Leased or Otherwise Marketed**

The Company accounts for software development costs in accordance with Statement of Financial Accounting Standards ("SFAS") No. 86, " *Accounting for the Costs of Computer Software to be Sold, Leased, or Otherwise Marketed* ." Costs related to establishing the technological feasibility of a software product are expensed as incurred as a part of research and development in general and administrative expenses. Costs that are incurred to produce the finished product after technological feasibility is established are capitalized and amortized over the estimated economic life of 5 years. The Company performs periodic reviews to ensure that unamortized program costs remain recoverable from future revenue.

As of June 30, 2008 and December 31, 2007, unamortized computer software costs were \$2,921 and \$2,383, respectively. During the three and six months ended June 30, 2008 and 2007, \$121, \$375, \$32 and \$63 of amortization expense was charged to income, respectively.

(d)

**Revenue Recognition**

The Company derives the bulk of its revenue from the supply and installation of security and surveillance equipment and the two deliverables do not meet the separation criteria under Emerging Issues Task Force ("EITF") issue 00-21. 99% of the installation contract amount is recognized as revenue when installation is completed. 1% of the contract amount is deferred and amortized to income over the one-year warranty period.

Revenue from sales of security and surveillance video cameras, surveillance equipment and related products are recognized in accordance with Staff Accounting Bulletin ("SAB") No. 104: " *Revenue Recognition* " ("SAB No. 104"). Revenues are recognized when the following criterias are met:

(i)

Persuasive evidence of an arrangement exists The Company requires evidence of an agreement with a customer specifying the terms and conditions of the products to be delivered typically in the form of a signed contract or purchase order;

(ii)

Delivery has occurred For product sales, delivery generally takes place when titles to the products are shipped to or accepted by the customer;

(iii)

The fee is fixed or determinable Fees are fixed or determinable based on the contract or purchase order terms; and

(iv)

Collection is probable The Company performs a credit review of all customers with significant transactions to determine whether a customer is creditworthy and collection is probable.

Repairs and maintenance service revenue is recognized when the service is performed.

The sales contracts generally provide a one to three-year product warranty to customers from the date of purchase. We estimate the costs of satisfying warranty claims based on an analysis of past experience and provide for the future claims in the period the revenue is recognized. As of June 30, 2008 and December 31, 2007, no material product warranty reserve was accrued. Warranty costs incurred by the Company have not been material.

The Company derives a portion of its revenue from one-year software upgrades. These services are typical post-contract service ("PCS") arrangements according to AICPA Statement of Position ("SOP") 97-2. Under SOP 97-2, PCS revenue may be recognized together with the initial licensing fee on delivery of the software if all of the following conditions are met:

**CHINA SECURITY & SURVEILLANCE TECHNOLOGY, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**Expressed in thousands of U.S. dollars**

**(Except for share and per share amounts)**

2.

**SUMMARY OF SELECTED SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

(d)

Revenue Recognition - continued

(i)

The PCS fee is included with the initial licensing fee;

(ii)

The PCS included with the initial license is for one year or less;

(iii)

The estimated cost of providing PCS during the arrangement is insignificant; and

(iv)

Unspecified upgrades/enhancements offered during PCS arrangements historically have been and are expected to continue to be minimal and infrequent.

Revenue from security and surveillance system one year software upgrades is recognized when delivery occurs and the risk of ownership passes to the customers, as the Company believes it meets the conditions in compliance with SOP 97-2.

(e)

Research and Development Costs

Research and development costs are expensed as incurred. Research and development costs included in general and administrative expenses for the three and six months ended June 30, 2008 and 2007 were \$287, \$346, \$87 and \$108, respectively.

(f)

#### Advertising Costs

The Company expenses advertising costs as incurred or the first time advertising takes place. During the three and six months ended June 30, 2008 and 2007, the Company incurred approximately \$222, \$277, \$103 and \$203, respectively.

(g)

#### Retirement Benefits

Retirement benefits in the form of contributions under defined contribution retirement plans to the relevant authorities are charged to the consolidated statements of income as incurred. The retirement benefit expenses (included in selling and marketing and general and administrative expenses) for the three and six months ended June 30, 2008 and 2007 were \$248, \$466, \$73 and \$127, respectively.

(h)

#### Share-based Payments

On February 7, 2007, the Company adopted the 2007 Equity Incentive Plan ("Plan"), which has a five-year term and provides for grants of stock options, stock appreciation rights, performance units, restricted stock units and performance shares. The total number of shares which may be issued under the plan is 8,000,000 shares of common stock. These restricted stocks are share-based payments subject to the provisions of revised Statement of Financial Accounting Standards ("SFAS") No.123, "*Share-Based Payment*" ("SFAS 123 (R)"). The fair values of these restricted stock awards are equal to the market value of the Company's stock on the date of grant, after taking into account certain discounts. Such restricted stock is subject to the risk of forfeiture upon the occurrence of certain events. During the three and six months ended June 30, 2008 and 2007, the Company has recognized \$3,108, \$6,066, \$801 and \$1,066 of compensation expense under the Plan, respectively. As of June 30, 2008 and December 31, 2007, there was \$41,177 and \$39,539 of unrecognized compensation expense related to the nonvested restricted stock, respectively. These expenses are expected to be recognized over a four-year period.

**CHINA SECURITY & SURVEILLANCE TECHNOLOGY, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**Expressed in thousands of U.S. dollars**

**(Except for share and per share amounts)**

2.

**SUMMARY OF SELECTED SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

(i)

**Income taxes**

The Company adopted the provisions of Financial Accounting Standards Board ("FASB") Interpretation No. 48, *"Accounting for Uncertainty in Income Taxes - an Interpretation of FASB Statement No. 109"* ("FIN 48"), on January 1, 2007. The Company did not have any material unrecognized tax benefits and there was no effect on its financial condition or results of operations as a result of implementing FIN 48.

On March 16, 2007, the National People's Congress of the People's Republic of China ("PRC") adopted a new corporate income tax law in its fifth plenary session. The new corporate income tax law unifies the application scope, tax rate, tax deduction and preferential policy for both domestic and foreign-invested enterprises. The new corporate income tax law became effective on January 1, 2008.

(j)

**Use of Estimates**

The preparation of financial statements in conformity with US 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 revenues and expenses during the reporting periods. Management makes these estimates using the best information available at the time the estimates are made; however actual results could differ materially from those estimates.

(k)

**Earnings Per Share**

SFAS No. 128, *"Earnings Per Share,"* requires dual presentation of basic and diluted earnings per share ("EPS") with a reconciliation of the numerator and denominator of the basic EPS computation to the numerator and denominator of the diluted EPS computation. Basic EPS excludes dilution. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the entity.

Earnings per basic share of common stock is based on the weighted average number of shares of common stock outstanding during each respective period. Earnings per diluted share of common stock adds to basic weighted shares the weighted average number of shares issuable under convertible securities, contingent issuances, stock options and



warrants outstanding during each respective period, using the if-converted or treasury-stock methods.

The calculation of diluted earnings per share is based on the outstanding warrants for the three and six months ended June 30, 2008 and 2007. As of June 30, 2008 and 2007, warrants were outstanding to acquire 30,006 and 610,015 shares of common stock.

Approximately 5,452,000 shares of common stock underlying convertible notes were not included in the dilutive calculation for the three and six months ended June 30, 2008 and 2007, as the effect would be anti-dilutive.

The Company issued 1,951,081 shares of common stock in connection with business acquisitions in the three months ended June 30, 2008 (note 3). The impact of these shares has been included in dilutive weighted average number of shares from the date of the closing of the acquisitions.

**CHINA SECURITY & SURVEILLANCE TECHNOLOGY, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**Expressed in thousands of U.S. dollars**

**(Except for share and per share amounts)**

3.

**BUSINESS ACQUISITIONS**

In the second quarter of 2008, the Company acquired three companies that are engaged in the security and surveillance business in China: Stonesonic, Longhorn and Guanling.

On April 2, 2008, the Company entered into an equity transfer agreement with the shareholder of Kit Grant Limited under which the Company agreed to pay a total consideration of RMB227,038 (approximately \$32,299) in exchange for 100% ownership of Kit Grant Limited, the holding company of Stonesonic, consisting of RMB125,000 (approximately \$17,809) in cash and 953,918 shares of the Company's common stock valued at RMB102,038 (approximately \$14,490). \$11,205 of the cash portion of the purchase price was paid as a deposit in the first quarter of 2008. The balance of the cash portion of the purchase price is expected to be paid in the third quarter 2008. The Company issued 953,918 shares of the Company's common stock to the shareholder of Kit Grant Limited and her designees in June 2008. Kit Grant Limited is a holding company with no assets other than 100% of the equity interests of Stonesonic. The acquisition was financed with proceeds from the Company's February Notes and April Notes (as defined in note 14).

The operational control of Stonesonic passed to the Company effective April 2, 2008. The results of Stonesonic's operations from April 2, 2008 through June 30, 2008 are included in the Company's Consolidated Statements of Income and Comprehensive Income.

On April 2, 2008, the Company entered into an equity transfer agreement with the shareholder of Sincere On Limited, the holding company of Longhorn, under which the Company agreed to pay a total consideration of RMB120,558 (approximately \$17,151) in exchange for 100% ownership of Sincere On Limited, consisting of RMB36,000 (approximately \$5,121) in cash and 790,502 shares of the Company's common stock valued at RMB84,558 (approximately \$12,030). RMB36,000 (approximately \$5,121) of the cash portion of the purchase price was paid before the execution of the equity transfer agreement. The Company issued 790,502 shares of the Company's common stock to the shareholder of Sincere On Limited and her designees in June 2008. Sincere On Limited is a holding company with no assets other than 100% of the equity interests of Longhorn. The acquisition was financed with proceeds from the Company's February Notes and April Notes (as defined in note 14).

The operational control of Longhorn passed to the Company effective April 2, 2008. The results of Longhorn's operations from April 2, 2008 through June 30, 2008 are included in the Company's Consolidated Statements of Income and Comprehensive Income.

On April 21, 2008, the Company entered into an equity transfer agreement with the shareholder of Sharp Eagle (HK) Limited, the holding company of Guanling, under which the Company agreed to pay a total consideration of RMB39,110 (approximately \$5,587) in exchange for 100% ownership of Sharp Eagle (HK) Limited, consisting of RMB12,500 (approximately \$1,644) in cash and 206,661 shares of the Company's common stock valued at RMB26,610 (approximately \$3,943). RMB12,500 (approximately \$1,644) of the purchase price was paid as a deposit

in January, 2008. The Company issued 206,661 shares of its common stock to the shareholder of Sharp Eagle (HK) Limited and her designees in June 2008. Sharp Eagle (HK) Limited is a holding company with no assets other than 100% of the equity interests of Guanling. The acquisition was financed with proceeds from the Company's February Notes and April Notes. (as defined in note 14).

The operational control of Guanling passed to the Company effective April 21, 2008. The results of Guanling's operations from April 21, 2008 through June 30, 2008 are included in the Company's Consolidated Statements of Income and Comprehensive Income.

**CHINA SECURITY & SURVEILLANCE TECHNOLOGY, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**Expressed in thousands of U.S. dollars**

**(Except for share and per share amounts)**

3.

**BUSINESS ACQUISITIONS (CONTINUED)**

The following represents the purchase price allocation at the dates of the acquisition of Stonesonic, Longhorn and Guanling based on a preliminary valuation report that is subject to finalization which was prepared by a third party appraisal firm:

	<b>Stonesonic</b>	<b>Longhorn</b>	<b>Guanling</b>	<b>Total</b>
Cash and cash equivalents	\$ 1,623	\$ 1,660	\$ 638	\$ 3,921
Other current assets	6,837	2,545	3,652	13,034
Property, plant and equipment	3,533	978	79	4,590
Other assets	1,132	--	--	1,132
Intangible assets	5,947	4,990	690	11,627
Goodwill	17,440	8,415	4,123	29,978
Current liabilities	(3,522)	(1,437)	(3,595)	(8,554)
Long-term liabilities	(691)	--	--	(691)
Total purchase price	\$ 32,299	\$ 17,151	\$ 5,587	\$ 55,037

The following table shows supplemental information of the results of operations on a pro forma basis for the three months and six months ended June 30, 2008 and 2007 as if the acquisition of Stonesonic, Longhorn and Guanling had been completed at the beginning of the respective periods of 2008 and 2007:

For the three months ended June 30, 2008 (Unaudited)

	<b>Historical</b>	<b>Stonesonic,</b>	<b>Longhorn</b>	<b>and</b>	<b>Pro Forma</b>	<b>Pro</b>
	<b>CSST</b>	<b>Guanling</b>	<b>Pro Forma</b>	<b>Adjustments</b>	<b>Pro</b>	<b>Forma</b>
<b>Revenues</b>	\$ 92,740	\$ 711			\$ 93,451	
<b>Income from operations</b>	\$ 14,251	\$ (39)	\$ (11)	\$ 14,201		

<b>Net income</b>	\$	7,736	\$	(61)	\$	(11)	\$	7,664
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**Net income per share**

<b>Basic</b>	\$	0.18			\$	0.17
<b>Diluted</b>	\$	0.17			\$	0.17

**CHINA SECURITY & SURVEILLANCE TECHNOLOGY, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**Expressed in thousands of U.S. dollars**

**(Except for share and per share amounts)**

3.

**BUSINESS ACQUISITIONS (CONTINUED)**

For the three months ended June 30, 2007 (Unaudited)

	<b>Historical</b>	<b>Stonesonic, Longhorn and Guanling</b>		<b>Pro Forma</b>	<b>Pro</b>
	<b>CSST</b>			<b>Adjustments</b>	<b>Forma</b>
<b>Revenues</b>	\$ 52,125	\$ 5,280			\$ 57,405
<b>Income from operations</b>	\$ 9,646	\$ 1,263	\$ (290)		\$ 10,619
<b>Net income</b>	\$ 4,265	\$ 1,051	\$ (290)		\$ 5,026
<b>Net income per share</b>					
<b>Basic</b>	\$ 0.12				\$ 0.13
<b>Diluted</b>	\$ 0.11				\$ 0.12

For the six months ended June 30, 2008 (Unaudited)

	<b>Historical</b>	<b>Stonesonic, Longhorn and Guanling</b>		<b>Pro Forma</b>	<b>Pro</b>
	<b>CSST</b>			<b>Adjustments</b>	<b>Forma</b>
<b>Revenues</b>	\$ 164,517	\$ 7,203			\$ 171,720
<b>Income from operations</b>	\$ 25,386	\$ 246	\$ (301)		\$ 25,331
<b>Net income</b>	\$ 12,232	\$ 76	\$ (301)		\$ 12,007
<b>Net income per share</b>					
<b>Basic</b>	\$ 0.28				\$ 0.27
<b>Diluted</b>	\$ 0.28				\$ 0.27

For the six months ended June 30, 2007 (Unaudited)

	<b>Historical</b>		<b>Pro Forma</b>	<b>Pro</b>
	<b>CSST</b>	<b>Stonesonic, Longhorn and Guanling</b>	<b>Adjustments</b>	<b>Forma</b>
<b>Revenues</b>	\$ 90,576	\$ 8,932		\$ 99,508
<b>Income from operations</b>	\$ 16,104	\$ 1,346	\$ (580)	\$ 16,870
<b>Net income</b>	\$ 8,798	\$ 1,081	\$ (580)	\$ 9,299
<b>Net income per share</b>				
<b>Basic</b>	\$ 0.26			\$ 0.26
<b>Diluted</b>	\$ 0.24			\$ 0.24

The pro forma adjustments represent the amortization of the intangible assets arising upon the acquisitions of Stonesonic, Longhorn and Guanling.

**CHINA SECURITY & SURVEILLANCE TECHNOLOGY, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**Expressed in thousands of U.S. dollars**

**(Except for share and per share amounts)**

4.

## ACCOUNTS RECEIVABLE

The Company provides an allowance for doubtful accounts related to its receivables. The receivables and allowance balances at June 30, 2008 and December 31, 2007 are as follows:

	<b>June 30, 2008</b>	<b>December 31, 2007</b>
Accounts receivable	\$ 96,600	\$ 63,494
Less: allowance for doubtful accounts	(650)	(288)
Accounts receivable, net	\$ 95,950	\$ 63,206

5.

## RELATED PARTY RECEIVABLES

The Company had receivables from several companies whose directors and shareholders are also directors or shareholders of the Company. All receivables arise from the rental of real estate properties. The receivables are classified as related party receivables on the balance sheets. The balances as of June 30, 2008 and December 31, 2007 are as follows:

	<b>June 30, 2008</b>	<b>December 31, 2007</b>
Related party receivables	\$ 214	\$ 549
Less: allowance for doubtful accounts	--	--
Related party receivables, net	\$ 214	\$ 549

The Company had leased offices to three related parties since January 1, 2004. The leases expired on December 31, 2007. The rental income was RMB990 (\$127) and RMB1,980 (\$256) for the three and six months ended June 30, 2007, respectively.

6. INVENTORIES



Inventories consist of the following as of June 30, 2008 and December 31, 2007:

	<b>June 30,</b>	<b>December</b>
	<b>2008</b>	<b>31,</b>
		<b>2007</b>
Raw materials	\$ 17,891	\$ 9,386
Work in progress	3,469	2,182
Finished goods	10,995	9,761
Installations in process	9,228	19,830
Total	41,583	41,159
Less: allowance for obsolete inventories	(967)	(553)
Inventories, net	\$ 40,616	\$ 40,606

**CHINA SECURITY & SURVEILLANCE TECHNOLOGY, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**Expressed in thousands of U.S. dollars**

**(Except for share and per share amounts)**

7.

PREPAYMENTS AND DEPOSITS

Prepayments and deposits consist of the following as of June 30, 2008 and December 31, 2007:

	<b>June 30, 2008</b>	<b>December 31, 2007</b>
Current portion	\$ 4,979	\$ 3,225
Non current portion		
- Deposits paid for acquisition of subsidiaries	16,197	22,545
- Deposits paid for acquisition of intangible assets and properties	20,198	23,898
	<b>\$ 36,395</b>	<b>\$ 46,443</b>

The deposits paid for acquisition of subsidiaries and properties are refundable. There are no commitments to acquire the subsidiaries and properties.

8.

ADVANCE PAYMENTS

The Company has made payments to unrelated suppliers in advance of receiving merchandise. The advance payments are meant to ensure preferential pricing and delivery. The amounts advanced under such arrangements totaled \$8,699 and \$2,877 as of June 30, 2008 and December 31, 2007, respectively.

9.

PROPERTY, PLANT AND EQUIPMENT

At June 30, 2008 and December 31, 2007, property, plant and equipment, at cost, consist of

	<b>June 30, 2008</b>	<b>December 31, 2007</b>
Buildings	\$ 21,013	\$ 17,564
Leasehold improvements	2,650	1,029

Plant and equipment	4,607	3,158
Electronic equipment	7,598	2,444
Motor vehicles	4,418	3,113
	40,286	27,308
Less: accumulated depreciation	(5,850)	(3,242)
Property, plant and equipment, net	\$ 34,436	\$ 24,066

Depreciation expense for the three and six months ended June 30, 2008 and 2007 was \$885, \$1,520, \$228 and \$405, respectively.

**CHINA SECURITY & SURVEILLANCE TECHNOLOGY, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**Expressed in thousands of U.S. dollars**

**(Except for share and per share amounts)**

10.

**LAND USE RIGHTS**

Land use rights consist of the following as of June 30, 2008 and December 31, 2007:

	<b>June 30,</b>	<b>December</b>	
	<b>2008</b>	<b>31,</b>	<b>2007</b>
Cost of land use rights	\$ 2,874	\$ 1,428	
Less: Accumulated amortization	(263)	(49)	
Land use rights, net	\$ 2,611	\$ 1,379	

Amortization expense for the three and six months ended June 30, 2008 and 2007 was \$15, \$21, \$12 and \$20, respectively.

Amortization expense for the next five years and thereafter is as follows:

2008 (for the remaining 6 months)	\$	31	
2009		61	
2010		61	
2011		61	
2012		61	
2013		61	
Thereafter		2,275	
Total	\$	2,611	

The Company disposed of land use rights and properties for total consideration of RMB 119,000 (approximately \$16,119) in December 2007. The remaining proceeds of RMB 24,000 (approximately \$3,379) were received in January 2008.

**11. INTANGIBLE ASSETS**

	<b>June 30, 2008</b>	<b>December 31, 2007</b>
Trademarks (life of 11 to 25 years)	\$ 14,645	\$ 12,081
Exclusive cooperation agreements (life of 20 years)	13,632	8,834
Customer base (life of 5 to 10 years)	8,488	7,225
Patents (life of 10 years)	4,541	4,532
Technical know-how (life of 9 to 10 years)	13,239	5,347
Non-compete agreements (life of 5 years)	1,303	1,303
Contracts in progress (life of 2 to 9 months)	410	410
Surveillance software (life of 5 years)	5,507	4,468
Surveillance recording system (life of 5 years)	500	500
Less: accumulated amortization	(8,036 )	(4,900)
Intangible assets, net	\$ 54,229	\$ 39,800

On January 18, 2008, the Company entered into an exclusive cooperation agreement with DM, which is engaged in the business of designing, developing and selling security and surveillance products, pursuant to which the parties have agreed, among other things, that the Company's subsidiary, China Security & Surveillance Technology (PRC) Inc. ( CSST PRC ) will provide various items to DM, including training services, technology licenses, equipment, consulting services, personnel and other related services. DM will subcontract all its work to CSST PRC or its designees to the extent permitted by the local laws and regulations at no less than 80% of the face value of the contract. DM has agreed to add CSST PRC's name to its marketing materials and its marketing and business development activities will be conducted either in the name of both DM and CSST PRC or through a joint venture established by the parties. The valuation of the agreement was determined by an independent appraisal firm. The Company did not acquire any of the assets or liabilities of DM, and the entire purchase price was allocated to an intangible asset, consisting of an exclusive cooperation relationship. The Company's total cost for entry into the exclusive cooperation agreement amounted to \$4,798, after taking into account certain discounts of the shares issued to DM due to the fact that the issued shares are restricted shares. 136,378 restricted shares were issued in January 2008.

**CHINA SECURITY & SURVEILLANCE TECHNOLOGY, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**Expressed in thousands of U.S. dollars**

**(Except for share and per share amounts)**

11.

**INTANGIBLE ASSETS - CONTINUED**

The Company acquired Stonesonic, Longhorn and Guanling during the second quarter of 2008. The valuations and allocation of the intangible assets were determined by a third party appraisal firm.

The amortization expense for the three and six months ended June 30, 2008 and 2007 was \$1,433, \$2,692, \$844 and \$1,465, respectively.

Estimated amortization expense for the next five years and thereafter is as follows:

2008 (for the remaining six months)	\$	3,234
2009		7,266
2010		6,363
2011		4,796
2012		4,027
Thereafter		28,543
Total	\$	54,229

12.

**NOTES PAYABLE**

The following is a summary of the Company's short-term and long-term notes payable as of June 30, 2008 and December 31, 2007:

	<b>June 30,</b>	<b>December</b>
	<b>2008</b>	<b>31, 2007</b>
Bank loans	\$ 5,380	\$ 13,512
Less: current portion	(5,380)	(12,814)
Long-term portion	\$ --	\$ 698

On November 15, 2007, the Company entered into a loan agreement with China Citic Bank. The Company borrowed RMB30,000 (approximately \$4,374) with an annual interest rate of 7.29%. The loan is due in November 2008, and the interest is payable at the end of each month. The loan agreement requires the Company to use the loan proceeds only for the Company's operations. The loan is guaranteed by the CEO of the Company and subsidiaries of the Company.

The long term note payable is from Shenzhen Ping An Bank. As of June 30, 2008 and December 31, 2007, the liability relating to this loan was RMB 6,900 (approximately \$1,006) and RMB8,700 (approximately \$1,290),

respectively, consisting of a 3-year loan payable to Shenzhen Ping An Bank. This loan was entered into on January 17, 2006 and matures on March 3, 2009, with an annual interest rate of 6.435%. The loan agreement requires the Company to use the loan proceeds only for the construction of the Company's factory. The loan is collateralized by the personal assets of the CEO of one of the Company's subsidiaries.

In January 2008, the Company entered into a loan agreement with Shanghai Pudong Development Bank. The Company borrowed RMB30,000 (approximately \$4,374) with an annual interest rate of 6.57%. The loan was due in July 2008, and the interest was payable at the end of each month. The loan was repaid in April 2008.

**CHINA SECURITY & SURVEILLANCE TECHNOLOGY, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**Expressed in thousands of U.S. dollars**

**(Except for share and per share amounts)**

12.

**NOTES PAYABLE - CONTINUED**

On October 15, 2007, the Company entered into a loan agreement with Shanghai Pudong Development Bank. The Company borrowed RMB20,000 (approximately \$2,916) with an annual interest rate of 6.561%. The loan was due in October 2008, and the interest was payable at the end of each month. The loan was repaid in the second quarter of 2008.

On February 16, 2007, the Company entered into a loan agreement with Shanghai Pudong Development Bank. The Company borrowed RMB 10,000 (approximately \$1,425) with an annual interest rate of 6.39%. The loan was due in March 2008 and was repaid when due.

On February 2, 2007, the Company entered into a loan agreement with Shanghai Pudong Development Bank. The Company borrowed RMB 30,000 (approximately \$4,275) with an annual interest rate of 6.12%. The loan was due in February 2008 and was repaid when due.

13.

**DEFERRED INCOME**

Deferred income balances as of June 30, 2008 and December 31, 2007 were \$1,065 and \$915, respectively, and represented amounts invoiced but deferred as revenues as an estimated warranty reserve.

14.

**CONVERTIBLE NOTES PAYABLE**

On February 20, 2007, pursuant to a note purchase agreement and indenture with Citadel Equity Fund Ltd. ("Citadel"), the Company issued to Citadel \$60,000 aggregate principal amount of guaranteed senior unsecured convertible notes due 2012 (the "February Notes"). The terms of the February Notes indenture was subsequently amended on each of March 29, 2007 and April 24, 2007. The February Notes financing replaced the existing bridge financing that was closed on February 8, 2007 in which the Company had issued to Citadel \$60,000 aggregate principal amount of senior notes. The February Notes bear an interest at 1% per annum. The net proceeds from the sales of the February Notes are and will be used for the Company's working capital and acquisition plans.

Under the February Notes indenture, the February Notes are convertible by the holders thereof at any time on or prior to maturity, into common stock of the Company initially at the conversion price of \$18 per share (subject to adjustment in certain circumstances, including semi-annual reset of the conversion price and upon occurrence of certain dilutive events, in each case subject to certain conditions). If the February Notes are not converted before maturity, the February Notes will be redeemed by the Company on the maturity date at a redemption price equal to



100% of the principal amount of the February Notes then outstanding plus an additional amount of 15.0% per annum, calculated on a quarterly compounded basis, plus any accrued and unpaid interest. In addition, if the 45-day variable weighted average price ("VWAP") during the one year period from February 16, 2009 to February 15, 2010 equals or is greater than \$30.0 per share of common stock, the Company shall, within one trading day, force holders of the February Notes to convert 50% of the then-outstanding principal amount of the February Notes at the then applicable conversion rate on a pro rata basis (the "February Notes 2010 Mandatory Conversion"). If the 45-day VWAP during the one year period from February 16, 2010 to February 15, 2011 equals or is greater than \$35.0 per share of common stock (the "February Notes 2011 Mandatory Conversion Trigger") and the February Notes 2010 Mandatory Conversion had occurred, the Company shall, within one trading day, force holders of the February Notes to convert all of the then-outstanding principal amount of the February Notes at the then applicable conversion price. If the February Notes 2011 Mandatory Conversion Trigger occurs and the February Notes 2010 Mandatory Conversion had not occurred, the Company shall, within one trading day, force holders of the February Notes to convert 50% of the then-outstanding principal amount of the February Notes at the then applicable conversion rate on a pro rata basis.

**CHINA SECURITY & SURVEILLANCE TECHNOLOGY, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**Expressed in thousands of U.S. dollars**

**(Except for share and per share amounts)**

14.

**CONVERTIBLE NOTES PAYABLE - CONTINUED**

On April 24, 2007, pursuant to another note purchase agreement with Citadel, the Company issued to Citadel \$50,000 aggregate principal amount of guaranteed senior unsecured convertible notes due 2012 (the "April Notes"). The April Notes bear an interest at 1% per annum. All the net proceeds from the sales of the April Notes are and will be used for the Company's working capital and acquisition plan.

Under the April Notes indenture, the April Notes are convertible, by the holders thereof, at any time on or prior to maturity, into common stock of the Company initially at the conversion price of \$23.60 per share (subject to adjustment in certain circumstances, including semi-annual reset of the conversion price and upon occurrence of certain dilutive events, in each case subject to certain conditions). If the April Notes are not converted before maturity, the April Notes will be redeemed by the Company on the maturity date at a redemption price equal to 100% of the principal amount of the April Notes then outstanding plus an additional amount of 15.0% per annum, calculated on a quarterly compounded basis, plus any accrued and unpaid interest. In addition, if the 45-day VWAP during the one year period from February 16, 2009 to February 15, 2010 equals or is greater than \$40.0 per share of common stock, the Company shall, within one trading day, force holders of the April Notes to convert 50% of the then-outstanding principal amount of the April Notes at the then applicable conversion rate on a pro rata basis (the "April Notes 2010 Mandatory Conversion"). If the 45-day VWAP during the one year period from February 16, 2010 to February 15, 2011 equals or is greater than \$45.00 per share of common stock (the "April Notes 2011 Mandatory Conversion Trigger") and the April Notes 2010 Mandatory Conversion had occurred, the Company shall, within one trading day, force holders of the April Notes to convert all of the then-outstanding principal amount of the April Notes at the then applicable conversion price. If the April Notes 2011 Mandatory Conversion Trigger occurs and the April Notes 2010 Mandatory Conversion had not occurred, the Company shall, within one trading day, force holders of the April Notes to convert 50% of the then-outstanding principal amount of the April Notes at the then applicable conversion rate on a pro rata basis.

The February Notes and April Notes indentures, the notes purchase agreements and certain investor rights agreements between the Company and Citadel entered into in connection with the February Notes and April Notes financings contain various covenants that may limit the Company's discretion in operating its business. In particular, the Company is limited in its ability to merge, consolidate or transfer substantially all of its assets, issue stock of subsidiaries, incur additional debt and create liens on assets to secure debt. In addition, if there is a default, or if the Company does not maintain certain financial covenants or does not maintain borrowing availability in excess of certain pre-determined levels, the February Notes and the April Notes may be accelerated with the balance becoming due and payable immediately and the Company may be unable to incur additional indebtedness, make restricted payments (including paying cash dividends on capital stock) or redeem or repurchase capital stock. As of June 30, 2008 and December 31, 2007, the Company has complied with all the required covenants.

The Company has accreted \$4,363, \$8,726, \$3,812 and \$4,975 for the three and six months ended June 30, 2008 and 2007 respectively of the additional redemption amount related to the February Notes and April Notes, which amount

included in interest expense.

Approximately \$176 of legal fees and other costs directly associated with the issuance of the February Notes and April Notes is recorded as deferred financing costs in the balance sheet at June 30, 2008 and December 31, 2007. The Company is amortizing these financing costs over the life of the February Notes and April Notes. During the three and six months ended June 30, 2008 and 2007, approximately \$9, \$18, \$9 and \$9 was amortized to interest expense, respectively.

15.

#### ISSUANCE OF COMMON STOCK AND WARRANTS

On July 6, 2006, the Company entered into a definitive securities purchase agreement with certain accredited investors relating to the private placement of units, consisting of one share of the Company's common stock and a warrant to purchase one-fifth of one share of common stock.

Such securities purchase agreement was amended on each of July 30, 2006 and July 31, 2006 (as amended, the "Securities Purchase Agreement"). Closing thereunder occurred July 31, 2006. The purchase price of each unit was \$3.50 and the exercise price for each whole warrant was set at \$4.80. The warrants have a term of five years and include a cashless exercise feature which does not apply when there is an effective registration statement covering the shares underlying the warrants. In addition, the Company had granted a put right to all of the investors which would have allowed the investors to require the Company to repurchase all, but not less than all, of the securities issued pursuant to the Securities Purchase Agreement if the Company had failed to obtain the necessary governmental approvals to consummate the acquisition of Shanghai Cheng Feng Digital Technology Co., Ltd. ("Cheng Feng") on or before December 31, 2006. As such governmental approvals were obtained before December 31, 2006, the put right has terminated.

**CHINA SECURITY & SURVEILLANCE TECHNOLOGY, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**Expressed in thousands of U.S. dollars**

**(Except for share and per share amounts)**

15.

**ISSUANCE OF COMMON STOCK AND WARRANTS - CONTINUED**

Pursuant to the Securities Purchase Agreement, the Company sold 4,634,592 units to certain accredited investors at \$3.50 per unit for gross proceeds of \$16,200.

Net proceeds to the Company from the sale of all of the units pursuant to the Securities Purchase Agreement were approximately \$14,900, 57,776, 128,571 and 482,856 warrants were exercised at \$4.80 per share during the three and six months ended June 30, 2008 and 2007, respectively.

In conjunction with execution of the Securities Purchase Agreement, the Company also executed a registration rights agreement under which it was obligated to file registration statements on Form S-4 and Form S-1, or any other available form, to register the shares and the shares underlying the warrants for resale, within 45 days and 55 days after the closing date, respectively. The Company was obligated to use its best efforts to cause the registration statement to be declared effective within 150 days of the closing date, and was liable for payment of penalties to the purchasers in the event the registration statement had not declared effective within the 150-day period. The Company filed the registration statements on Form S-4 and Form S-1 on October 3, 2006 and October 23, 2006 which were declared effective on November 13, 2006 and November 15, 2006, respectively.

The Company also issued warrants to purchase 324,421 shares of its common stock with an exercise price of \$4.20 to two private placement agents as commission for their services in connection with the private placement. 97,326, and 324,421 of such warrants were exercised using the cashless exercise feature during the three and six months ended June 30, 2007.

A summary of the status of the Company's warrants issued in 2006 as described above, and the changes during the three months ended June 30, 2008 and 2007, is presented below:

	<b>2008</b>		<b>2007</b>	
	Shares	Weighted Average Exercise Prices	Shares	Weighted Average Exercise Prices
Outstanding at April 1	30,006	\$ 4.80	835,912	\$ 4.28
Granted	--	--	--	--
Exercised	--	--	(225,897)	(4.34)
Outstanding at June 30	30,006	4.80	610,015	4.23
Warrants exercisable at June 30	30,006	\$ 4.80	610,015	\$ 4.23

A summary of the status of the Company's warrants issued in 2006 as described above, and the changes during the six months ended June 30, 2008 and 2007, is presented below:

	<b>2008</b>		<b>2007</b>	
	Shares	Weighted Average Exercise Prices	Shares	Weighted Average Exercise Prices
Outstanding at January 1	87,782	\$ 4.80	1,417,292	\$ 4.40
Granted	--	--	--	--
Exercised	(57,776)	(4.80)	(807,277)	(4.50)
Outstanding at June 30	30,006	4.80	610,015	4.23
Warrants exercisable at June 30	30,006	\$ 4.80	610,015	\$ 4.23

**CHINA SECURITY & SURVEILLANCE TECHNOLOGY, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**Expressed in thousands of U.S. dollars**

**(Except for share and per share amounts)**

16.

**EQUITY INCENTIVE PLAN**

On February 7, 2007, the Company adopted the 2007 Equity Incentive Plan, which has a five-year term and provides for grants of stock options, stock appreciation rights, performance units, restricted stock units and performance shares. The total number of shares which may be issued under the plan is 8,000,000 shares of common stock. As of June 30, 2008 and December 31, 2007, the shares issued vest over a four-year period, and at issue resulted in total deferred compensation of \$51,401 and \$43,698, respectively. The fair values of these restricted stock awards are equal to the fair value of the Company's stock on the date of grant. Such restricted stock is subject to the risk of forfeiture upon the occurrence of certain events. During the three and six months ended June 30, 2008 and 2007, the Company has recognized \$3,108, \$6,066, \$801 and \$1,066 of compensation expense under the plan, respectively. As of June 30, and December 31, 2007, there was \$41,177 and \$39,539 of unrecognized compensation expense related to the nonvested restricted stock, respectively. This cost is expected to be recognized over a four-year period.

The following table summarizes the status of the Company's nonvested restricted stock awards during the three months ended June 30, 2008 and 2007:

	<b>Nonvested Restricted Stock and Stock Unit Awards 2008</b>		<b>Nonvested Restricted Stock and Stock Unit Awards 2007</b>	
	Number of Shares	Weighted Average Grant Date Fair Values	Number of Shares	Weighted Average Grant Date Fair Values
Outstanding at April 1	2,225,216	\$ 17.27	1,030,181	\$ 10.63
Granted	317,501	16.10	40,300	12.91
Vested	(184,244)	(16.84)	(65,702)	(10.75)
Forfeited	(5,333)	(14.09)	(28,900)	(12.24)
Outstanding at June 30	2,353,140	\$ 17.15	975,879	\$ 10.67

The following table summarizes the status of the Company's nonvested restricted stock awards during the six months ended June 30, 2008 and 2007:

	<b>Nonvested Restricted Stock and Stock Unit Awards</b>	<b>Nonvested Restricted Stock and Stock Unit Awards</b>
--	---	---

	<b>2008</b>		<b>2007</b>	
	Weighted Average Grant		Weighted Average Grant	
	Number of Shares	Date Fair Values	Number of Shares	Date Fair Values
Outstanding at January 1	2,241,471	\$ 17.39	--	\$ --
Granted	499,001	15.56	1,092,400	10.71
Vested	(359,487)	(16.85)	(87,621)	(10.66)
Forfeited	(27,845)	(12.37)	(28,900)	(12.24)
Outstanding at June 30	2,353,140	\$ 17.15	975,879	\$ 10.67

**CHINA SECURITY & SURVEILLANCE TECHNOLOGY, INC. AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**Expressed in thousands of U.S. dollars**

**(Except for share and per share amounts)**

17.

**CONSOLIDATED SEGMENT DATA**

Segment information is consistent with how management reviews the businesses, makes investing and resource allocation decisions and assesses operating performance. The Company has set up a new segment for distribution of security and safety products and realigned its management and segment reporting structure effective January 1, 2008. The segment data presented reflects this new segment structure. The Company reports financial and operating information in the following three segments:

(a)

System installation: designs, sells, installs, services and monitors electronics security systems to residential, commercial, industrial and governmental customers (the "Installation Segment");

(b)

Manufacturing of security and safety products: designs, manufactures and sells security and safety products, including intrusion security, access control and video management systems (the "Manufacturing Segment"); and

(c)

Distribution of security and safety products: sells security and safety products, including intrusion security, access control and video management systems (the "Distribution Segment").

The Company also provides general corporate services to its segments and these costs are reported as "Corporate and others."

Selected information in the new segment structure is presented in the following tables for the three and six months ended June 30, 2008 and 2007:

Revenues by segment for the three months ended June 30, 2008 and 2007 are as follows:

<b>Revenues <sup>(1)</sup></b>	<b>2008</b>	<b>2007</b>
Installation Segment	\$ 62,151	\$ 39,362
Manufacturing Segment	20,363	12,763



Distribution Segment		10,226		--
		\$	92,740	\$ 52,125

Revenues by segment for the six months ended June 30, 2008 and 2007 are as follows:

<b>Revenues</b> <sup>(1)</sup>		<b>2008</b>		<b>2007</b>
Installation Segment	\$	121,691	\$	73,393
Manufacturing Segment		28,491		17,183
Distribution Segment		14,335		--
	\$	164,517	\$	90,576

(1) Revenues by operating segments exclude intercompany transactions.

**CHINA SECURITY & SURVEILLANCE TECHNOLOGY, INC. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****Expressed in thousands of U.S. dollars****(Except for share and per share amounts)**

17.

## CONSOLIDATED SEGMENT DATA - (CONTINUED)

Income by segment for the three months ended June 30, 2008 and 2007 are as follows:

<b>Income from operations:</b>	<b>2008</b>	<b>2007</b>
Installation Segment	\$ 17,545	\$ 8,947
Manufacturing Segment	2,165	2,124
Distribution Segment	(203)	--
Corporate and others <sup>(1)</sup>	(5,256)	(1,425)
<b>Income from operations</b>	<b>14,251</b>	<b>9,646</b>
Corporate other income	367	355
Corporate interest income	51	143
Corporate interest expense	(4,786)	(4,105)
<b>Income before income taxes and minority interest</b>	<b>9,883</b>	<b>6,039</b>
Minority interest in loss of consolidated subsidiaries	6	(7)
Income taxes	(2,153)	(1,767)
<b>Net income</b>	<b>\$ 7,736</b>	<b>\$ 4,265</b>

Income by segment for the six months ended June 30, 2008 and 2007 are as follows:

<b>Income from operations:</b>	<b>2008</b>	<b>2007</b>
Installation Segment	\$ 32,519	\$ 17,429
Manufacturing Segment	3,252	1,965

Distribution Segment	387	--
Corporate and others <sup>(1)</sup>	(10,772)	(3,290)
<b>Income from operations</b>	<b>25,386</b>	<b>16,104</b>
Corporate other income	687	974
Corporate interest income	106	225
Corporate interest expense	(9,649)	(5,424)
<b>Income before income taxes and minority interest</b>	<b>16,530</b>	<b>11,879</b>
Minority interest in loss of consolidated subsidiaries	31	2
Income taxes	(4,329)	(3,083)
<b>Net income</b>	<b>\$ 12,232</b>	<b>\$ 8,798</b>

(1) Includes non-cash compensation, professional fees and consultancy fees for the Company.

**CHINA SECURITY & SURVEILLANCE TECHNOLOGY, INC. AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****Expressed in thousands of U.S. dollars****(Except for share and per share amounts)**

17.

## CONSOLIDATED SEGMENT DATA - (CONTINUED)

Non-cash employee compensation by segment for the three months ended June 30, 2008 and 2007 are as follows:

<b>Non cash employee compensation:</b>	<b>2008</b>	<b>2007</b>
Installation Segment	\$ 468	\$ 380
Manufacturing Segment	620	210
Distribution Segment	345	--
Corporate and others	1,675	211
	\$ 3,108	\$ 801

Non-cash employee compensation by segment for the six months ended June 30, 2008 and 2007 are as follows:

	Receivables	\$88	\$104
Other assets (Receivables, noncurrent)		226	252
<b>Total amounts due from Viacom Inc.</b>		\$314	\$356
<b>Amounts due to Viacom Inc.</b>			
Accounts payable		\$ 5	\$ 5
Program rights		2	4
Other liabilities (Program rights, noncurrent)			1
<b>Total amounts due to Viacom Inc.</b>		\$ 7	\$ 10

*Other Related Parties* The Company has equity interests in a domestic television network and several international joint ventures for television channels, from which the Company earns revenues primarily by selling its television programming. Total revenues earned from these joint ventures were \$30 million and \$27 million for the three months ended September 30, 2011 and 2010, respectively, and \$93 million and \$105 million for the nine months ended September 30, 2011 and 2010, respectively.

The Company, through the normal course of business, is involved in transactions with other related parties that have not been material in any of the periods presented.

Table of Contents

**Management's Discussion and Analysis of  
Results of Operations and Financial Condition (Continued)**  
(Tabular dollars in millions, except per share amounts)

**Adoption of New Accounting Standards**

*Revenue Arrangements with Multiple Deliverables*

On January 1, 2011, the Company adopted the FASB's revised guidance on revenue arrangements with multiple deliverables. This guidance revises the criteria for separating and allocating consideration for each deliverable in a multiple-deliverable arrangement and establishes a hierarchy for determining the selling price of each deliverable. Under the guidance, revenues are allocated based on the relative selling price of each deliverable. The selling price used for each deliverable will be based on the Company-specific objective evidence if available, third party evidence if Company-specific evidence is not available, or estimated selling price for the stand-alone sale of the deliverable if neither Company-specific objective evidence nor third party evidence is available. The adoption of this guidance did not have a material effect on the Company's consolidated financial statements.

**Recent Pronouncements**

*Disclosures about an Employer's Participation in a Multiemployer Plan*

In September 2011, the FASB issued amended guidance requiring separate disclosures about an employer's participation in multiemployer pension plans and multiemployer other postretirement benefit plans as well as enhanced disclosures about multiemployer pension plans, effective for the Company for the year ending December 31, 2011. The adoption of this guidance will not have a material effect on the Company's consolidated financial statements.

*Goodwill Impairment Testing*

In September 2011, the FASB issued amended guidance on goodwill impairment testing, effective for interim and annual impairment tests performed for periods beginning after December 15, 2011, with early adoption permitted. Under this guidance, the Company has the option to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If based on this assessment the Company determines it is not more likely than not that the fair value of the reporting unit is less than its carrying amount, then performing the two-step impairment test is unnecessary. The Company intends to early adopt this guidance for its annual impairment test performed in the fourth quarter of 2011.

*Comprehensive Income*

In June 2011, the FASB issued amended guidance on the presentation of comprehensive income, effective for the Company beginning in the first quarter of 2012, with early adoption permitted. Under this guidance, the total comprehensive income, the components of net income and the components of other comprehensive income must be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The adoption of this guidance will not have a material effect on the Company's consolidated financial statements.

*Fair Value Measurement*

In May 2011, the FASB issued guidance to improve the comparability of fair value measurements presented in financial statements prepared in accordance with U.S. generally accepted accounting principles ("GAAP") and International Financial Reporting Standards ("IFRS"), effective for the Company beginning in the first quarter of 2012. This guidance clarifies the FASB's intent about the

Table of Contents

**Management's Discussion and Analysis of  
Results of Operations and Financial Condition (Continued)  
(Tabular dollars in millions, except per share amounts)**

application of existing fair value measurement requirements and changes certain principles and requirements for measuring fair value and for disclosing information about fair value measurements. The adoption of this guidance will not have a material effect on the Company's consolidated financial statements.

**Critical Accounting Policies**

See Item 7, Management's Discussion and Analysis of Results of Operations and Financial Condition in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010, for a discussion of the Company's critical accounting policies.

**Cautionary Statement Concerning Forward-Looking Statements**

This quarterly report on Form 10-Q, including "Item 2 Management's Discussion and Analysis of Results of Operations and Financial Condition," contains both historical and forward-looking statements. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements within the meaning of section 27A of the Securities Act of 1933 and section 21E of the Securities Exchange Act of 1934. These forward-looking statements are not based on historical facts, but rather reflect the Company's current expectations concerning future results and events. These forward-looking statements generally can be identified by the use of statements that include phrases such as "believe," "expect," "anticipate," "intend," "plan," "foresee," "likely," "will" or other similar words or phrases. Similarly, statements that describe the Company's objectives, plans or goals are or may be forward-looking statements. These forward-looking statements involve known and unknown risks, uncertainties and other factors that are difficult to predict and which may cause the actual results, performance or achievements of the Company to be different from any future results, performance and achievements expressed or implied by these statements. These risks, uncertainties and other factors include, among others: advertising market conditions generally; changes in the public acceptance of the Company's programming; changes in technology and its effect on competition in the Company's markets; changes in the federal communications laws and regulations; the impact of piracy on the Company's products; the impact of consolidation in the market for the Company's programming; the impact of union activity, including possible strikes or work stoppages or the Company's inability to negotiate favorable terms for contract renewals; other domestic and global economic, business, competitive and/or regulatory factors affecting the Company's businesses generally; and other factors described in the Company's news releases and filings made under the securities laws, including, among others, those set forth under "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2010 and in our Quarterly Reports on Form 10-Q. There may be additional risks, uncertainties and factors that the Company does not currently view as material or that are not necessarily known. The forward-looking statements included in this document are made as of the date of this document and the Company does not have any obligation to publicly update any forward-looking statements to reflect subsequent events or circumstances.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

There have been no significant changes to market risk since reported in the Company's Annual Report on Form 10-K for the year ended December 31, 2010.

Table of Contents

**Management's Discussion and Analysis of  
Results of Operations and Financial Condition (Continued)**  
(Tabular dollars in millions, except per share amounts)

**Item 4. Controls and Procedures.**

The Company's chief executive officer and chief financial officer have concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) of the Securities Exchange Act of 1934, as amended) were effective, based on the evaluation of these controls and procedures required by Rule 13a-15(b) or 15d-15(b) of the Securities Exchange Act of 1934, as amended.

No change in the Company's internal control over financial reporting occurred during the Company's last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.



Table of Contents**PART II OTHER INFORMATION****Item 1. Legal Proceedings.**

The following information supplements and amends the disclosure set forth in Part I, Item 3. Legal Proceedings in the Company's Annual Report on Form 10-K for the year ended December 31, 2010 and in Part II, Item 1. Legal Proceedings in the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011.

*E-books Actions.* Commencing on August 9, 2011, purported class action complaints have been filed in the United States District Court for the Southern District of New York and the United States District Court for the Northern District of California against Apple Inc., Hachette Book Group, Inc., HarperCollins Publishers, Inc., Macmillan Publishers, Inc., Penguin Group (USA) Inc., the Company's subsidiary, Simon & Schuster, Inc., and, in one or more actions, Amazon.com, Inc., Barnes & Noble, Inc. and Random House, Inc. The plaintiffs, electronic book purchasers, allege that, among other things, the defendants are in violation of federal and/or state antitrust laws in connection with the sale of electronic books pursuant to agency distribution arrangements between each of the publishers and electronic book retailers. The actions generally seek multiple forms of damages for the purchase of electronic books and injunctive and other relief. On August 16, 2011, a motion was filed with the United States Judicial Panel on Multidistrict Litigation by certain parties seeking to consolidate these actions for pre-trial proceedings in one venue. Simon & Schuster intends to vigorously defend itself in these actions. In addition, certain federal and state governmental entities in the United States and competition entities in Europe are conducting competition investigations of agency distribution arrangements in this industry and Simon & Schuster is cooperating with these competition investigations.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.****Company Purchases of Equity Securities**

Below is a summary of CBS Corp.'s purchases of its Class B Common Stock during the three months ended September 30, 2011 under its \$1.5 billion share repurchase program, publicly announced on November 4, 2010.

(in millions, except per share amounts)		Total Number of Shares Purchased	Average Price Per Share	Total Number of Shares Purchased as Part of Publicly Announced Programs	Remaining Authorization
July 1, 2011	July 31, 2011	6.6	(a)	6.6	\$ 750
August 1, 2011	August 31, 2011	6.4	(a)	6.4	\$ 661
September 1, 2011	September 30, 2011	.5	\$ 22.16	.5	\$ 650
Total		13.5	\$ 25.92	13.5	\$ 650

(a)

During the third quarter of 2011, the Company repurchased 9.1 million shares of CBS Corp. Class B Common Stock for \$250 million, or \$27.37 per share, through an accelerated share repurchase ("ASR") transaction, of which 6.6 million shares were delivered in July 2011 and the remaining 2.5 million shares were delivered upon settlement of the ASR in August 2011. During August 2011, the Company also repurchased 3.9 million shares of CBS Corp. Class B Common Stock at an average cost of \$22.97 per share.

Table of Contents

**Item 6. Exhibits.**

Exhibit No.	Description of Document
(10)	Employment Agreement dated as of October 1, 2011 between CBS Corporation and Louis J. Briskman (incorporated by reference to Exhibit 10 to the Current Report on Form 8-K of CBS Corporation filed October 7, 2011) (File No. 001-09553).
(12)	<b>Statement Regarding Computation of Ratios (filed herewith).</b>
(31)	<b>Rule 13a-14(a)/15d-14(a) Certifications</b>
(a)	Certification of the Chief Executive Officer of CBS Corporation pursuant to Rule 13a-14(a), or 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes Oxley Act of 2002 (filed herewith).
(b)	Certification of the Chief Financial Officer of CBS Corporation pursuant to Rule 13a-14(a), or 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes Oxley Act of 2002 (filed herewith).
(32)	<b>Section 1350 Certifications</b>
(a)	Certification of the Chief Executive Officer of CBS Corporation furnished pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002 (furnished herewith).
(b)	Certification of the Chief Financial Officer of CBS Corporation furnished pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002 (furnished herewith).
(101)	<b>Interactive Data File</b> The following furnished materials from CBS Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2011 formatted in XBRL (Extensible Business Reporting Language), are collectively included herewith as Exhibit 101:  101. INS XBRL Instance Document. 101. SCH XBRL Taxonomy Extension Schema. 101. CAL XBRL Taxonomy Extension Calculation Linkbase. 101. DEF XBRL Taxonomy Extension Definition Linkbase. 101. LAB XBRL Taxonomy Extension Label Linkbase. 101. PRE XBRL Taxonomy Extension Presentation Linkbase.

Table of Contents

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**CBS CORPORATION**

(Registrant)

/s/ JOSEPH R. IANNIELLO

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Joseph R. Ianniello  
*Executive Vice President and  
Chief Financial Officer*

/s/ LAWRENCE LIDING

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Lawrence Liding  
*Senior Vice President, Controller and  
Chief Accounting Officer*

-57-

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Table of Contents

**EXHIBIT INDEX**

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