

SOLITRON DEVICES INC  
Form 10-Q  
July 02, 2009

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 May 31, 2009

or

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

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

Commission File No. 1-4978

SOLITRON DEVICES, INC.  
(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

22-1684144  
(I.R.S. Employer  
Identification No.)

3301 Electronics Way, West Palm Beach, Florida  
(Address of Principal Executive Offices)

33407  
(Zip Code)

(561) 848-4311  
(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). 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. (Check one)

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares of the registrant's common stock, \$0.01 par value, outstanding as of June 29, 2009 was 2,263,775.

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SOLITRON DEVICES, INC.

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## PART I – FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

SOLITRON DEVICES, INC.  
CONDENSED BALANCE SHEETS  
(Unaudited, in thousands)

	May 31, 2009	Feb 28, 2009
<b>ASSETS</b>		
<b>CURRENT ASSETS :</b>		
Cash and cash equivalents	\$ 402	\$ 440
Treasury bills	5,472	5,113
Accounts receivable, less allowance for doubtful accounts	629	871
Inventories, net	2,481	2,569
Prepaid expenses and other current assets	158	139
<b>TOTAL CURRENT ASSETS</b>	<b>9,142</b>	<b>9,132</b>
<b>PROPERTY, PLANT AND EQUIPMENT, net</b>	<b>570</b>	<b>581</b>
<b>OTHER ASSETS</b>	<b>52</b>	<b>52</b>
<b>TOTAL ASSETS</b>	<b>\$ 9,764</b>	<b>\$ 9,765</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable – Post-petition	\$ 349	\$ 443
Accounts payable – Pre-petition, current portion	1,079	1,086
Customer deposits	155	61
Accrued expenses and other current liabilities	585	570
<b>TOTAL CURRENT LIABILITIES</b>	<b>2,168</b>	<b>2,160</b>
<b>LONG TERM LIABILITIES, net of current portion</b>	<b>148</b>	<b>158</b>
<b>TOTAL LIABILITIES</b>	<b>2,316</b>	<b>2,318</b>
<b>COMMITMENTS &amp; CONTINGENCIES</b>		
<b>STOCKHOLDERS' EQUITY</b>		
Preferred stock, \$.01 par value, authorized 500,000 shares, none issued	-0-	-0-
Common stock, \$.01 par value, authorized 10,000,000 shares, 2,263,775 shares issued and outstanding, net of 173,287 shares of treasury stock	23	23
Additional paid-in capital	2,733	2,733
Retained earnings	4,692	4,691
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>7,448</b>	<b>7,447</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 9,764</b>	<b>\$ 9,765</b>

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

SOLITRON DEVICES, INC.  
CONDENSED STATEMENTS OF INCOME  
THREE MONTHS ENDED MAY 31,  
(Unaudited, in thousands except for share and per share amounts)

	2009	2008
NET SALES	\$ 1,820	\$ 2,169
Cost of Sales	1,549	1,623
Gross Profit	271	546
Selling, General and Administrative Expenses	271	284
Operating Income	-	262
<b>OTHER INCOME</b>		
Other Income/(Expense)	(6)	-
Interest Income	7	10
Interest Expense	-	-
Other Income, Net	1	10
Net Income	\$ 1	\$ 272
<b>INCOME PER SHARE</b>		
: Basic	\$ .00	\$ .12
: Diluted	\$ .00	\$ .11
<b>WEIGHTED AVERAGE</b>		
SHARES OUTSTANDING: Basic	2,263,775	2,262,972
: Diluted	2,454,884	2,479,039

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

SOLITRON DEVICES, INC.  
CONDENSED STATEMENTS OF CASH FLOWS  
THREE MONTHS ENDED MAY 31,  
(Unaudited, in thousands)

	2009	2008
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net (Loss)/Income	\$ 1	\$ 272
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	50	49
Changes in operating assets and liabilities:		
(Increase) Decrease in:		
Accounts receivable	242	189
Inventories	88	141
Prepaid expenses and other current assets	(19)	(45)
Other assets	-	5
Increase (Decrease) in:		
Accounts payable – Post-petition	(94)	(82)
Accounts payable – Pre-petition	(7)	(8)
Customer deposit	94	(83)
Accrued expenses and other current liabilities	15	20
Other long-term liabilities	(10)	-
<b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>	<b>360</b>	<b>458</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Investment in treasury bills	(359)	(10)
Purchases of property, plant and equipment	(39)	(58)
<b>NET CASH (USED IN) INVESTING ACTIVITIES</b>	<b>(398)</b>	<b>(68)</b>
<b>NET INCREASE/(DECREASE) IN CASH</b>	<b>(38)</b>	<b>390</b>
<b>CASH AT THE BEGINNING OF PERIOD</b>	<b>440</b>	<b>75</b>
<b>CASH AT THE END OF PERIOD</b>	<b>\$ 402</b>	<b>\$ 465</b>

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

SOLITRON DEVICES, INC.  
NOTES TO CONDENSED FINANCIAL STATEMENTS  
(Unaudited)

1. GENERAL AND SIGNIFICANT ACCOUNTING POLICIES:

GENERAL:

The financial information included herein is unaudited; however, such information reflects all adjustments (consisting primarily of normal recurring adjustments), which are, in the opinion of management, necessary for a fair statement of the results for the interim period.

The accompanying unaudited interim condensed financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission for reporting on Form 10-Q. Pursuant to such rules and regulations, certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted.

The information contained in this Quarterly Report on Form 10-Q should be read in conjunction with the Notes to Consolidated Financial Statements appearing in the Solitron Devices, Inc. Annual Report on Form 10-K for the year ended February 28, 2009.

The results of operations for the three-month period ended May 31, 2009 are not necessarily indicative of the results to be expected for the entire year ending February 28, 2010.

SIGNIFICANT ACCOUNTING POLICIES:

Cash

Cash includes demand deposits and money market accounts. As of May 31, 2009, the Company had \$402,000 in cash deposits which is \$152,000 over the \$250,000 limit for FDIC insurance.

Investment in Treasury Bills

During the first quarter of last fiscal year, the Company's management decided to reclassify its investment in treasury bills from cash and cash equivalents and report it separately as "Investment in Treasury Bills". Investment in Treasury Bills includes treasury bills with maturities of one year or less and is stated at market value.

Accounts Receivable

The Company extends unsecured credit to its customers in the ordinary course of business but mitigates the associated credit risk by performing credit checks and actively pursuing past due accounts. An allowance for doubtful accounts has been established. The allowance amount was \$2,000 as of May 31, 2009, and \$7,000 as of February 28, 2009. The Company has not had a bad debt in the past three years.

Shipping and Handling

Shipping and handling costs billed to customers are recorded in net sales. Shipping costs incurred by the Company are recorded in cost of sales.

Inventories

Inventories are stated at the lower of cost or market. Cost is determined using the "first-in, first-out" (FIFO) method. The Company buys raw material only to fill customer orders. Excess raw material is created only when a vendor imposes a minimum buy in excess of actual requirements. Such excess material will usually be utilized to



meet the requirements of the customer's subsequent orders. If excess material is not utilized after two fiscal years it is fully reserved. Any inventory item once designated as reserved is carried at zero value in all subsequent valuation activities.

The Company's inventory valuation policy is as follows:

Raw material /Work in process: All material purchased, processed and/or used in the last two fiscal years is valued at the lower of its acquisition cost or market. All material not purchased/used in the last two fiscal years is fully reserved for.

SOLITRON DEVICES, INC.  
NOTES TO CONDENSED FINANCIAL STATEMENTS

(Unaudited)

Finished goods: All finished goods with firm orders for later delivery are valued (material and overhead) at the lower of cost or market. All finished goods with no orders are fully reserved.

Direct labor costs: Direct labor costs are allocated to finished goods and work in process inventory based on engineering estimates of the amount of man hours required from the different direct labor departments to bring each device to its particular level of completion.

Stock Based Compensation

In December 2002, the Financial Accounting Standards Board (“FASB”) issued SFAS No. 148, “Accounting for Stock-Based Compensation-Transition and Disclosure, and amendment of FASB Statement No. 123”. This statement amends SFAS No. 123, to provide alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based employee compensation. This statement also amends the disclosure requirements of SFAS No. 123 to require prominent disclosures in both annual and interim financial statements about the method of accounting for stock-based employee compensation and the effect of the method used on reported results. The Company has prepared its interim financial statements for the quarters ended May 31, 2009 and May 31, 2008 in accordance with SFAS No. 148.

During the quarters ended May 31, 2009 and May 31, 2008, the Company did not issue any stock-based compensation to its employees or directors.

2. ENVIRONMENTAL REGULATION:

While the Company believes that it has the environmental permits necessary to conduct its business and that its operations conform to present environmental regulations, increased public attention has been focused on the environmental impact of semiconductor manufacturing operations. The Company, in the conduct of its manufacturing operations, has handled and does handle materials that are considered hazardous, toxic or volatile under federal, state and local laws and, therefore, is subject to regulations related to their use, storage, discharge and disposal. No assurance can be made that the risk of accidental release of such materials can be completely eliminated. In the event of a violation of environmental laws, the Company could be held liable for damages and the costs of remediation. In addition, the Company, along with the rest of the semiconductor industry, is subject to variable interpretations and governmental priorities concerning environmental laws and regulations. Environmental statutes have been interpreted to provide for joint and several liability and strict liability regardless of actual fault. There can be no assurance that the Company will not be required to incur costs to comply with, or that the operations, business or financial condition of the Company will not be materially adversely affected by current or future environmental laws or regulations.

3. ENVIRONMENTAL LIABILITIES:

The Company entered into an Ability to Pay Multi-Site Settlement Agreement with the United States Environmental Protection Agency (“USEPA”), effective February 24, 2006 (“Settlement Agreement”), to resolve the Company’s alleged liability to USEPA at the following sites: Solitron Microwave Superfund Site, Port Salerno, Florida (“Port Salerno Site”); Petroleum Products Corporation Superfund Site, Pembroke Park, Florida; Casmalia Resources Superfund Site, Santa Barbara, California (“Casmalia Site”); Solitron Devices Site, Riviera Beach, Florida (the “Riviera Beach Site”); and City Industries Superfund Site, Orlando, Florida (collectively, the “Sites”). The Settlement Agreement required the

Company to pay to USEPA the sum of \$74,000 by February 24, 2008; the Company paid the entire sum of \$74,000 to USEPA on February 27, 2006. In addition, the Company is required to pay to USEPA the sum of \$10,000 or 5% of Solitron's net after-tax income over the first \$500,000, if any, whichever is greater, for each year from fiscal years 2009-2013. For payment to USEPA to be above \$10,000 for any of these five years, the Company's net income must exceed \$700,000 for such year, which has happened in fiscal year 2001, fiscal year 2006, fiscal year 2008 and fiscal year 2009. In February 2009, the Company paid \$10,000 to USEPA for fiscal year 2009 based on preliminary net income projections. In June 2009 the Company paid an additional \$15,000 pursuant to its obligations under the Settlement Agreement. The Company accrued \$40,000 for its remaining minimum obligations under the Settlement Agreement. This amount is reflected in "Accrued expenses and other current liabilities" on the Company's balance sheets at May 31, 2009.

SOLITRON DEVICES, INC.  
NOTES TO CONDENSED FINANCIAL STATEMENTS  
(Unaudited)

In consideration of the payments made by the Company under the Settlement Agreement, USEPA agreed not to sue or take any administrative action against the Company with regard to any of the Sites. The Company has also been notified by a group of alleged responsible parties formed at the Casmalia Site (“Casmalia PRP Group”) that, based on their review and lack of objection to the Settlement Agreement, the Casmalia PRP Group does not anticipate pursuing Solitron for cost recovery at the Casmalia site.

On October 21, 1993, a Consent Final Judgment was entered into between the Company and the Florida Department of Environmental Protection (“FDEP”) in the Circuit Court of the Nineteenth Judicial Circuit of Florida in and for Martin County, Florida, in Case No. 91-1232 CA (the “Consent Final Judgment”). The Consent Final Judgment required the Company to remediate the Port Salerno and Riviera Beach Sites, make monthly payments to escrow accounts for each Site until the sale of the Sites to fund the remediation work, take all reasonable steps to sell the two Sites and, upon the sale of the Sites, apply the net proceeds from the sales to fund the remediation work. Both Sites have been sold pursuant to purchase agreements approved by FDEP.

Prior to the sale of the Port Salerno Site and Riviera Beach Site, USEPA took over from FDEP as the lead regulatory agency for the remediation of the Sites. At the closing of the sale of each Site, the net proceeds of sale were distributed to USEPA and/or FDEP or other parties, as directed by the agencies. In addition, upon the sale of the Riviera Beach Site, the Riviera Beach Escrow Account was transferred to USEPA, as directed by the agencies. The current balance in the Port Salerno Escrow Account is approximately \$58,000. At present, work at the Port Salerno Site is being performed by USEPA. Work at the Riviera Beach Site is being performed by Honeywell, Inc. (“Honeywell”), pursuant to an Administrative Order on Consent entered into between Honeywell and USEPA. The Company has been notified by FDEP that the successful performance of remediation work in accordance with the Consent Final Judgment standards by USEPA at the Port Salerno Site and by Honeywell at the Riviera Beach Site will be construed by FDEP as discharging the Company’s remediation obligations under the Consent Final Judgment.

There remains a possibility that FDEP will determine at some time in the future that the final remedy approved by USEPA and implemented at either, or both of, the Port Salerno Site and Riviera Beach Site does not meet the State cleanup requirements imposed by the Consent Final Judgment. If such a final determination is made by FDEP, there is a possibility that FDEP will require the Company to implement additional remedial action at either, or both of, the Port Salerno Site and Riviera Beach Site.

By letter dated November 16, 2006, FDEP notified the Company that FDEP has unreimbursed expenses associated with the Port Salerno Site and Riviera Beach Site of \$214,800. FDEP further notified the Company that FDEP required the Company to resume payments under the Consent Final Judgment to ensure that there are adequate funds to cover FDEP’s unreimbursed expenses and the Company’s residual liability under the Consent Final Judgment. During a follow up telephone conversation with the Company’s attorney, FDEP advised the Company that FDEP will prepare a justification for the asserted unreimbursed expenses. Upon receipt of the cost reimbursement package, the Company is required to transfer \$55,000 from the Port Salerno Escrow Account to FDEP as partial payment for FDEP’s unreimbursed expenses that are otherwise recoverable under the Consent Final Judgment. FDEP further stated, during the telephone conversation, that FDEP will work with the Company to establish a reduced payment schedule for the Company to resume under the Consent Final Judgment based on an appropriate showing by the Company of financial hardship. The Company is currently awaiting receipt of FDEP’s cost reimbursement package. Upon receipt of that documentation, the Company will be required to provide a recommendation to FDEP for resumption of payments to FDEP under the Consent Final Judgment based on the Company’s present ability to pay.



SOLITRON DEVICES, INC.  
NOTES TO CONDENSED FINANCIAL STATEMENTS  
(Unaudited)

On August 7, 2002, the Company received a Request for Information from the State of New York Department of Environmental Conservation (“NYDEC”), seeking information on whether the Company had disposed of certain wastes at the Clarkstown Landfill Site located in the Town of Clarkstown, Rockland County, New York (The Clarkstown Landfill Site”). By letter dated August 29, 2002, the Company responded to the Request for Information and advised NYDEC that the Company’s former Tappan, New York facility had closed in the mid-1980’s, prior to the initiation of the Company’s bankruptcy proceedings described below. The Company contends that, to the extent that NYDEC has a claim against the Company as a result of the Company’s alleged disposal of wastes at the Clarkstown Landfill Site prior to the closing of the Company’s former Tappan facility in the mid-1980’s, the claim was discharged in bankruptcy as a result of the Bankruptcy Court’s August 1993 Order. At NYDEC’s request, the Company entered into a revised Tolling Agreement with NYDEC on June 12, 2009, which provides for the tolling of applicable statutes of limitation through the earlier of January 18, 2010, or the date the State institutes a suit against the Company for any claims associated with the Clarkstown Landfill Site. It is not known at this time whether NYDEC will pursue a claim against the Company in connection with the Clarkstown Landfill Site. As of the date of this filing, no such claim has been made.

4. EARNINGS PER SHARE:

The shares used in the computation of the Company’s basic and diluted earnings per common share were as follows:

	For the three months ended	
	May 31,	
	2009	2008
Weighted average common shares outstanding	2,263,775	2,262,972
Dilutive effect of employee stock options	191,109	216,067
Weighted average common shares outstanding, assuming dilution	2,454,884	2,479,039

Weighted average common shares outstanding, assuming dilution, include the incremental shares that would be issued upon the assumed exercise of stock options. For the three month periods ended May 31, 2009 and May 31, 2008 respectively, 13,500 and 13,800 shares underlying the Company's stock options were excluded from the calculation of diluted earning per share because the exercise prices of the stock options were greater than or equal to the average price of the common shares, and therefore their inclusion would have been anti-dilutive.

5. INVENTORIES:

As of May 31, 2009, inventories consist of the following:

	Gross	Reserve	Net
Raw Materials	\$ 1,423,000	\$ (319,000)	\$ 1,104,000
Work-In-Process	1,963,000	(614,000)	1,349,000
Finished Goods	469,000	(441,000)	28,000
Totals	\$ 3,855,000	\$ (1,374,000)	\$ 2,481,000

SOLITRON DEVICES, INC.  
NOTES TO CONDENSED FINANCIAL STATEMENTS  
(Unaudited)

6. INCOME TAXES:

At May 31, 2009, the Company has net operating loss carryforwards of approximately \$8,680,000 that expire through 2022. Such net operating losses are available to offset future taxable income, if any. As the utilization of such net operating losses for tax purposes is not assured, the deferred tax asset has been mostly reserved through the recording of a 100% valuation allowance. Should a cumulative change in the ownership of more than 50% occur within a three-year period, there could be an annual limitation on the use of the net operating loss carryforward.

Total net deferred taxes are comprised of the following at May 31, 2009:

Deferred tax assets:	
Loss carryforwards	\$ 3,266,000
Allowance for doubtful accounts	2,900
Inventory allowance	3,544,400
Depreciation	80,000
Section 263A capitalized costs	342,000
Total deferred tax assets	7,236,000
Valuation allowance	(7,236,000)
Total net deferred taxes	\$ 0

The change in the valuation allowance on deferred tax assets is due principally to the utilization of the net operating loss for the year ending May 31, 2009.

A reconciliation of the U.S. federal statutory tax rate to the Company's effective tax rate for fiscal year ended May 31, 2009 is as follows:

U.S. federal statutory rate	34.0%
Change in valuation allowance	(34.0)
Alternative Minimum Taxes	0.3
Effective income tax rate	0.3%

7. OTHER INCOME:

The \$1,000 of other income reflected in the condensed statements of income for the quarter ended May 31, 2009 consists of \$7,000 of interest income on investment in treasury bills net of changes in market value less \$6,000 of other expense related to receivables adjustments. For the fiscal quarter ended May 31, 2008, the Company earned \$10,000 of other income consisting entirely of interest income on investment in treasury bills net of changes in market value.

8. ACCRUED EXPENSES:

As of May 31, 2009 accrued expenses and other liabilities consisted of the following:

Payroll and related employee benefits	\$ 522,000
Other liabilities	63,000

\$ 585,000

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SOLITRON DEVICES, INC.  
NOTES TO CONDENSED FINANCIAL STATEMENTS  
(Unaudited)

9. EXPORT SALES AND MAJOR CUSTOMERS:

Revenues from domestic and export sales to unaffiliated customers for the three months ended May 31, 2009 are as follows:

Geographic Region	Power Transistors	Hybrids	Field Effect Transistors	Power MOSFETS	Totals
Europe and Australia	\$ 3,000	\$ 248,000	\$ 0	\$ 0	\$ 251,000
Canada and Latin America	0	0	0	1,000	1,000
Far East and Middle East	0	0	0	49,000	49,000
United States	202,000	797,000	188,000	332,000	1,519,000
Totals	\$ 205,000	\$ 1,045,000	\$ 188,000	\$ 382,000	\$ 1,820,000

Revenues from domestic and export sales to unaffiliated customers for the three months ended May 31, 2008 are as follows:

Geographic Region	Power Transistors	Hybrids	Field Effect Transistors	Power MOSFETS	Totals
Europe and Australia	\$ 38,000	\$ 129,000	\$ 10,000	\$ 0	\$ 177,000
Canada and Latin America	12,000	0	0	5,000	17,000
Far East and Middle East	42,000	0	0	0	42,000
United States	261,000	1,234,000	127,000	311,000	1,933,000
Totals	\$ 353,000	\$ 1,363,000	\$ 137,000	\$ 316,000	\$ 2,169,000

Revenues from domestic and export sales are attributed to global geographic region according to the location of the customer's primary manufacturing or operating facilities.

Sales to the Company's top two customers, Raytheon Company and BAE Systems Australia, accounted for 44% of net sales for the quarter ended May 31, 2009 as compared with 52% of the Company's net sales for the quarter ended May 31, 2008. Sales to Raytheon Company accounted for approximately 30% of net sales for the quarter ended May 31, 2009 and 39% for the quarter ended May 31, 2008. Sales to BAE Systems Australia accounted for 14% of sales for the quarter ended May 31, 2009 and 6% for the quarter ended May 31, 2008. Sales to the U.S. Government accounted for 9% of sales for the quarter ended May 31, 2009 and 13% for the quarter ended May 31, 2008.

10. Major Suppliers

Purchases from the Company's two top suppliers, Platronics Seals and Stellar Industries, accounted for 24% of total purchases of production materials for the quarter ended May 31, 2009. For the quarter ended May 31, 2008, purchases from the Company's two top suppliers, Platronics Seals and Egide USA Inc., accounted for 23% of the Company's total purchases of production materials.



## Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### Overview:

Solitron Devices, Inc., a Delaware corporation (the "Company" or "Solitron"), designs, develops, manufactures and markets solid-state semiconductor components and related devices primarily for the military and aerospace markets. The Company manufactures a large variety of bipolar and metal oxide semiconductor ("MOS") power transistors, power and control hybrids, junction and power MOS field effect transistors and other related products. Most of the Company's products are custom made pursuant to contracts with customers whose end products are sold to the U.S. Government. Other products, such as Joint Army/Navy transistors, diodes and Standard Military Drawings voltage regulators, are sold as standard or catalog items.

The following discussion and analysis of factors which have affected the Company's financial position and operating results during the periods included in the accompanying condensed financial statements should be read in conjunction with the Financial Statements and the related Notes to Financial Statements and Management's Discussion and Analysis of Financial Condition and Results of Operations included in the Company's Annual Report on Form 10-K for the year ended February 28, 2009 and the Condensed Financial Statements and the related Notes to Condensed Financial Statements included in Item 1 of this Quarterly Report on Form 10-Q.

### Significant Accounting Policies:

The discussion and analysis of our financial condition and results of operations are based upon the condensed financial statements included elsewhere in this Quarterly Report on Form 10-Q which are prepared in accordance with accounting principles generally accepted in the United States. Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. These estimates and assumptions are affected by management's application of accounting policies. Our critical accounting policies include inventories, valuation of plant, equipment, revenue recognition and accounting for income taxes. A discussion of all of these critical accounting policies can be found in Note 1 of the "Notes To Financial Statements" in Item 8 of our Annual Report on Form 10-K for the fiscal year ended February 28, 2009.

### Trends and Uncertainties:

During the three months ended May 31, 2009, the Company's book-to-bill ratio was approximately .40 as compared to approximately .56 for the three months ended May 31, 2008, reflecting a decrease in the volume of orders booked. Generally, the intake of orders over the last twenty four months has varied greatly as a result of the fluctuations in the general economy, variations in defense spending on programs the Company supports, and the timing of contract awards by the Department of Defense and subsequently by its prime contractors, which is expected to continue over the next twelve to twenty four months. The Company continues to identify means intended to reduce its variable manufacturing costs to offset the potential impact of low volume of orders to be shipped. However, should order intake continue to fall drastically below the level experienced in the last twenty four months, the Company might be required to implement further cost cutting or other downsizing measures to continue its business operations.

### Inventories

Inventories are stated at the lower of cost or market. Cost is determined using the "first-in, first-out" (FIFO) method. The Company buys raw material only to fill customer orders. Excess raw material is created only when a vendor imposes a minimum buy in excess of actual requirements. Such excess material will usually be utilized to meet the requirements of the customer's subsequent orders. If excess material is not utilized after two fiscal years it is

fully reserved. Any inventory item once designated as reserved is carried at zero value in all subsequent valuation activities.

The Company's inventory valuation policy is as follows:

Raw material /Work in process: All material purchased, processed and/or used in the last two fiscal years is valued at the lower of its acquisition cost or market. All material not purchased/used in the last two fiscal years is fully reserved for.

Finished goods: All finished goods with firm orders for later delivery are valued (material and overhead) at the lower of cost or market. All finished goods with no orders are fully reserved.

Direct labor costs: Direct labor costs are allocated to finished goods and work in process inventory based on engineering estimates of the amount of man hours required from the different direct labor departments to bring each device to its particular level of completion.

Results of Operations-Three Months Ended May 31, 2009 Compared to Three Months Ended May 31, 2008:

Net sales for the three months ended May 31, 2009 decreased 16% to \$1,820,000 as compared to \$2,169,000 for the three months ended May 31, 2008. This decrease was primarily attributable to a lower level of orders that were shipped in accordance with customer requirements.

Cost of sales for the three months ended May 31, 2009 decreased to \$1,549,000 from \$1,623,000 for the comparable period in 2008. Expressed as a percentage of sales, cost of sales increased to 85% from 75% for the same period in 2008. This change was due primarily to a decrease in net sales combined with a slight increase in manufacturing overhead expenses.

Gross profit for the three months ended May 31, 2009 decreased to \$271,000 from \$546,000 for the three months ended May 31, 2008. Accordingly, gross margins on the Company's sales decreased to 15% for the three months ended May 31, 2009 in comparison to 25% for the three months ended May 31, 2008. This change was due mainly to a decrease in net sales combined with a slight increase in manufacturing overhead expenses.

For the three months ended May 31, 2009, the Company shipped 48,459 units as compared to 129,577 units shipped during the same period of the prior year. It should be noted that since the Company manufactures a wide variety of products with an average sales price ranging from less than one dollar to several hundred dollars, such periodic variations in the Company's volume of units shipped should not be regarded as a reliable indicator of the Company's performance.

The Company's backlog of open orders decreased 17% to \$5,218,000 for the three months ended May 31, 2009, as compared to a decrease of 16% to \$4,886,000 for the three months ended May 31, 2008. Changes in backlog reflect changes in the intake of orders and in the delivery requirements of customers.

The Company has experienced a decrease of 40% to \$735,000 in the level of bookings during the quarter ended May 31, 2009 as compared to a 46% decrease to \$1,226,000 in bookings for the three months ended May 31, 2008. The decline in bookings for the current quarter is principally as a result of a decline in defense spending, resulting in a decrease in the monetary value of, and timing differences in the placement of contracts by the Department of Defense and its prime contractors.

Selling, general, and administrative expenses decreased to \$271,000 for the three months ended May 31, 2009 from \$284,000 for the comparable period in 2008. During the three months ended May 31, 2009, selling, general, and administrative expenses as a percentage of net sales rose to 15% as compared with 13% for the three months ended May 31, 2008. The percentage increase was due primarily to a decrease in net sales.

Operating income for the three months ended May 31, 2009 decreased to \$0 as compared to \$262,000 for the three months ended May 31, 2008. This decrease is due primarily to lower net sales.

The Company recorded net other income of \$1,000 for the three months ended May 31, 2009 as compared to \$10,000 for the three months ended May 31, 2008. Included in net other income was interest income on investment in treasury bills net of changes in market value of \$7,000 for the three months ended May 31, 2009, offset by \$6,000 of other expense related to receivables adjustments. For the three months ended May 31, 2008, the Company recorded \$10,000 of interest income on investment in treasury bills net of changes in market value. The decrease in interest income is due primarily to lower rates of return on invested funds.

Net income for the three months May 31, 2009 decreased to \$1,000 as compared to \$272,000 for the same period in 2008. This decrease is due primarily to lower net sales.

#### Liquidity and Capital Resources:

Subject to the following discussion, the Company expects its sole source of liquidity over the next twelve months to be cash from operations. However, due to the level of current backlog and level of new order intake, the Company might operate at a loss during the balance of the current fiscal year. The Company anticipates that its capital expenditures required to sustain operations will be approximately \$200,000 during the current fiscal year and will be funded from operations.

Based upon (i) management's best information as to current national defense priorities, future defense programs, as well as management's expectations as to future defense spending, (ii) the market trends signaling a decline in the level of bookings, and an increase in the cost of raw materials and operations that will result in the potential erosion of profit levels and continued price pressures due to more intense competition, and (iii) the continued competition in the defense and aerospace market, the Company believes that it will have sufficient cash on hand to satisfy its operating needs during the current fiscal year. However, due to the level of current backlog and new order intake (due to the status of the general economy and the shift to Commercial Off -The-Shelf (COTS) by the defense industry), the Company might operate at a loss during the balance of the current fiscal year. Thus, based on these factors and at the current level of bookings, costs of raw materials and services, profit margins and sales levels, the Company may not generate sufficient cash to satisfy its operating needs and its obligations to pre-bankruptcy creditors in accordance with the Company's plan of reorganization. Thus, the Company is in continuous negotiations with all claim holders to reschedule these payments. In the event the Company is unable to restructure its obligations to pre-bankruptcy creditors or the slowdown in the intake of new orders continue, the Company has a contingency plan to further reduce its size and thereby reduce its cost of operations within certain limitations. Over the long-term, the Company believes that if the volume and prices of product sales remain as presently anticipated, the Company will generate sufficient cash from operations to sustain operations and pay pre-bankruptcy creditor obligations at the current reduced level of payments. In the event that bookings in the long-term continue to decline significantly below the level experienced during the previous fiscal year, the Company may be required to implement cost-cutting or other downsizing measures to continue its business operations. Such cost-cutting measures could inhibit future growth prospects. In appropriate situations, the Company may seek strategic alliances, joint ventures with others or acquisitions in order to maximize marketing potential and utilization of existing resources and provide further opportunities for growth.

The Company reported net income of \$1,000 and operating income of \$0 for the three months ended May 31, 2009.

At May 31, 2009, February 28, 2009 and May 31, 2008, the Company had cash of approximately \$402,000, \$440,000 and \$465,000, respectively. Decreases in accounts receivable and inventories contributed \$330,000 to the last three months' cash flow generated by ongoing operations.

At May 31, 2009, February 28, 2009 and May 31, 2008, the Company had investments in treasury bills of approximately \$5,472,000, \$5,113,000 and \$4,420,000, respectively.

At May 31, 2009, the Company had working capital of \$6,974,000 as compared with a working capital at May 31, 2008 of \$6,284,000. At February 28, 2009, the Company had a working capital of \$6,972,000. The \$2,000 increase for the three months ended May 31, 2009 was due mainly to a \$330,000 combined decrease in receivables and inventories offset by an increase in investments in treasury bills and an increase in accrued expenses.

#### Off-Balance Sheet Arrangements:

The Company has not engaged in any off-balance sheet arrangements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

Not applicable

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## FORWARD-LOOKING STATEMENTS

Some of the statements in this Quarterly Report on Form 10-Q are "forward-looking statements," as that term is defined in the Private Securities Litigation Reform Act of 1995. These forward-looking statements include statements regarding our business, financial condition, results of operations, strategies or prospects. You can identify forward-looking statements by the fact that these statements do not relate strictly to historical or current matters. Rather, forward-looking statements relate to anticipated or expected events, activities, trends or results. Because forward-looking statements relate to matters that have not yet occurred, these statements are inherently subject to risks and uncertainties. Many factors could cause our actual activities or results to differ materially from the activities and results anticipated in forward-looking statements. These factors include those described under the caption "Risk Factors" in our Annual Report on Form 10-K for the year ended February 28, 2009, including those identified below. We do not undertake any obligation to update forward-looking statements.

Some of the factors that may impact our business, financial condition, results of operations, strategies or prospects include:

- Our complex manufacturing processes may lower yields and reduce our revenues.
- Our business could be materially and adversely affected if we are unable to obtain qualified supplies of raw materials, parts and finished components on a timely basis and at a cost-effective price.
- We are dependent on government contracts, which are subject to termination, price renegotiations and regulatory compliance, which can increase the cost of doing business and negatively impact our revenues.
  - Changes in government policy or economic conditions could negatively impact our results.
  - Our inventories may become obsolete and other assets may be subject to risks.
  - Environmental regulations could require us to incur significant costs.
- Our business is highly competitive, and increased competition could reduce gross profit margins and the value of an investment in our Company.
  - Downturns in the business cycle could reduce the revenues and profitability of our business.
  - Our operating results may decrease due to the decline of profitability in the semiconductor industry.
- Uncertainty of current economic conditions, domestically and globally, could continue to affect demand for our products and negatively impact our business.
- Cost reduction efforts may be unsuccessful or insufficient to improve our profitability and may adversely impact productivity.
- We may not achieve the intended effects of our new business strategy, which could adversely impact our business, financial condition and results of operations.
- Our inability to introduce new products could result in decreased revenues and loss of market share to competitors; new technologies could also reduce the demand for our products.
- Loss of, or reduction of business from, substantial clients could hurt our business by reducing our revenues, profitability and cash flow.
  - A shortage of three-inch silicon wafers could result in lost revenues due to an inability to build our products.
    - The nature of our products exposes us to potentially significant product liability risk.
- We depend on the recruitment and retention of qualified personnel, and our failure to attract and retain such personnel could seriously harm our business.
  - Provisions in our charter documents and rights agreement could make it more difficult to acquire our Company and may reduce the market price of our stock.
- Natural disasters, like hurricanes, or occurrences of other natural disasters whether in the United States or internationally may affect the markets in which our common stock trades, the markets in which we operate and our profitability.
- Natural disasters, like hurricanes, or occurrences of other natural disasters whether in the United States or internationally may affect the availability of raw materials which may adversely affect our profitability.

- Failure to protect our proprietary technologies or maintain the right to use certain technologies may negatively affect our ability to compete.
  - The price of our common stock has fluctuated widely in the past and may fluctuate widely in the future.

ITEM 4. CONTROLS AND PROCEDURES

Our Evaluation of Disclosure Controls and Procedures

The Company carried out an evaluation, under the supervision and with the participation of its management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e), and 15d-15(e)) as of the end of the period covered by this Quarterly Report. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this Quarterly Report.

Changes in Internal Control over Financial Reporting

Based on an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, there has been no change in our internal control over financial reporting during our last fiscal quarter identified in connection with that evaluation, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II- OTHER INFORMATION

ITEM 6. EXHIBITS:

Exhibits

- 31 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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.

SOLITRON DEVICES, INC.

Date: July 2, 2009

/s/ Shevach Saraf  
Shevach Saraf  
Chairman, President,  
Chief Executive Officer,  
Treasurer and  
Chief Financial Officer

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
31	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
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