FORM 10-Q

Quarterly report pursuant to sections 13 or 15(d)

Filing Date: **2013-01-14** | Period of Report: **2012-11-30**
SEC Accession No. 0001213900-13-000156

(HTML Version on secdatabase.com)

FILER

SOLITRON DEVICES INC
CIK:**91668**| IRS No.: **221684144** | State of Incorp.:**DE** | Fiscal Year End: **0228**
Type: **10-Q** | Act: **34** | File No.: **001-04978** | Film No.: **13527932**
SIC: **3674** Semiconductors & related devices

Business Address
3301 ELECTRONICS WAY
WEST PALM BEACH FL
33407
4078484311

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 November 30, 2012

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	22-1684144
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
3301 Electronics Way, West Palm Beach, Florida	33407
(Address of Principal Executive Offices)	(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 ☒

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 January 1, 2013 was 2,177,832.

SOLITRON DEVICES, INC.

TABLE OF CONTENTS

PART 1 - FINANCIAL INFORMATION

PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

SOLITRON DEVICES, INC.
BALANCE SHEETS
AS OF NOVEMBER 30, 2012 AND FEBRUARY 29, 2012

	(unaudited) Nov 30, 2012	Feb 29, 2012
	(in thousands, except for shares)	
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 671	$ 985
Treasury bills and certificates of deposit	5,888	6,614
Accounts receivable, less allowance for doubtful accounts of $2 and $95	867	770
Inventories, net (Note 5)	3,940	2,982
Prepaid expenses	123	142
TOTAL CURRENT ASSETS	11,489	11,493
PROPERTY, PLANT AND EQUIPMENT, net	600	671
OTHER ASSETS	27	49
TOTAL ASSETS	$ 12,116	$ 12,213
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	$ 519	$ 279
Prepetition liabilities	291	1,002
Customer deposits	66	25
Accrued expenses (Note 9)	418	552
TOTAL CURRENT LIABILITIES	1,294	1,858
LONG-TERM LIABILITIES, net of current portion	118	128
TOTAL LIABILITIES	1,412	1,986
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY		
Preferred stock, $.01 par value, authorized 500,000 shares, none issued	-	-
Common stock, $.01 par value, authorized 10,000,000 shares, 2,177,832 shares issued and outstanding, net of 273,230 shares of treasury stock as of November 30, 2012. 2,267,775 shares issued and outstanding, net of 173,287 shares of treasury stock as of February 29, 2012	23	23
Additional paid-in capital	2,743	2,736
Retained earnings	8,213	7,468
Less treasury stock	(275)	-
TOTAL STOCKHOLDERS' EQUITY	10,704	10,227
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 12,116	$ 12,213

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

SOLITRON DEVICES, INC.
CONDENSED STATEMENTS OF INCOME
FOR THE THREE AND NINE MONTHS ENDED NOVEMBER 30, 2012 AND NOVEMBER 30, 2011
(Unaudited, in thousands except for share and per share amounts)

	Three months		Nine months	
	2012	2011	2012	2011
NET SALES	$ 1,966	$ 2,112	$ 5,999	$ 6,412
Cost of Sales	1,547	1,729	4,691	4,839
Gross Profit	419	383	1,308	1,573
Selling, General and Administrative Expenses	249	293	825	797
Operating Income	170	90	483	776
Other income (Note 7)				
Income from cancellation of debt (Note 8)	215	-	215	-
Other income	4	8	16	8
Interest Income	11	-	38	11
Total other income	230	8	269	19
Income before provision for income taxes	400	98	752	795
Provision for income taxes	(1)	(5)	(7)	(12)
Net Income	$ 399	$ 93	$ 745	$ 783
Net Income Per Share : Basic	$ .18	$ .04	$ .33	$ .35
: Diluted	$ .17	$ .04	$ .30	$ .31
Weighted Average				
Shares Outstanding : Basic	2,177,832	2,267,775	2,232,256	2,267,489
: Diluted	2,395,453	2,489,454	2,446,814	2,489,162

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

SOLITRON DEVICES, INC.
STATEMENTS OF CASH FLOWS
NINE MONTHS ENDED NOVEMBER 30, 2012 AND NOVEMBER 30, 2011
(Unaudited)

	2012	2011
	(in thousands)	
Net income	$ 745	$ 783
Adjustments to reconcile net income to net cash		
provided by operating activities:		
Depreciation and amortization	224	143
Decrease (increase) in operating assets and liabilities:		
Accounts receivable	(97)	(6)
Inventories, net	(958)	66
Prepaid expenses	19	(20)
Other assets	22	1
Increase (decrease) in:		
Accounts payable	240	(9)
Prepetition liabilities	(711)	(21)
Customer deposit	41	(1)
Accrued expenses	(134)	(231)
Long-term liabilities	(10)	(10)
Total adjustments	(1,364)	(89)
NET CASH (USED IN)/PROVIDED BY OPERATING ACTIVITIES	(619)	694
CASH FLOWS FROM INVESTING ACTIVITIES:		
Sales of Treasury Bills and Certificates of Deposit	3,309	3,813
Purchases of Treasury Bills and Certificates of Deposit	(2,583)	(4,175)
Purchases of property, plant and equipment	(153)	(140)
NET CASH PROVIDED BY/(USED IN) INVESTING ACTIVITIES	573	(502)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Purchase of treasury stock	(275)	-
Cash from exercise of employee stock options	7	1
NET CASH (USED IN)/PROVIDED BY FINANCING ACTIVITIES	(268)	1
Net (decrease)/increase in cash and cash equivalents	(314)	193
Cash and cash equivalents – beginning of the period	985	539
Cash and cash equivalents - end of the period	$ 671	$ 732

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

SOLITRON DEVICES, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations and Activities
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 was incorporated under the laws of the State of New York in 1959 and reincorporated under the laws of the State of Delaware in August 1987.

Basis of Presentation
The financial statements have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

Cash and Cash Equivalents
Cash and cash equivalents include demand deposits and money market accounts.

Investment in Treasury Bills and Certificates of Deposit
Investment in Treasury Bills/CDs includes treasury bills with maturities of one year or less, and Certificates of Deposit with maturities from one to three years, and is stated at market value.

Accounts Receivable
Accounts receivable consists of unsecured credit extended to the Company's customers in the ordinary course of business. The Company reserves for any amounts deemed to be uncollectible based on past collection experiences and an analysis of outstanding balances, using an allowance account. The allowance amount was $2,000 as of November 30, 2012 and $95,000 as of February 29, 2012.

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.
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.

Revenue Recognition
Revenue is recognized in accordance with SEC Staff Accounting Bulletin No. 104, *Revenue Recognition*. This pronouncement requires that four basic criteria be met before revenue can be recognized: 1) there is evidence that an arrangement exists; 2) delivery has occurred; 3) the fee is fixed or determinable; and 4) collectability is reasonably assured. We recognize revenue upon determination that all criteria for revenue recognition have been met. The criteria are usually met at the time of product shipment. Shipping terms are generally FCA (Free Carrier) shipping point.

Financial Statement Estimates
The preparation of financial statements in conformity with accounting principles generally accepted in the United States 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 period. Actual results could differ from these estimates, and the differences could be material. Such estimates include depreciable life, valuation allowance, and allowance for inventory obsolescence.

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”), which resolved the Company’s alleged liability to USEPA for four sites in Florida (including the Solitron Microwave Superfund Site, Port Salerno, Florida (“Port Salerno Site”) and the Solitron Devices Site, Riviera Beach, Florida (the “Riviera Beach Site”) discussed further below and one site in California. Pursuant to the Settlement Agreement, the Company paid the 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. As of June 12, 2012, the Company paid $12,812 in full satisfaction of its obligations for fiscal year 2012. The Company has accrued $10,000 for its remaining minimum obligations under the Settlement Agreement for fiscal year 2013 which is reflected in “Accrued expenses” on the Company’s Balance Sheets at November 30, 2012.

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 and Riviera Beach Sites, 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. USEPA completed remedy construction at the Port Salerno Site in 2004 and is performing annual groundwater sampling. A 5-Year review performed by USEPA in 2009 concluded that remedial actions taken at the property remain protective. Work at the Riviera Beach Site is being performed by Honeywell, Inc. ("Honeywell"), pursuant to an Administrative Order of Consent entered into between Honeywell and USEPA. Design and construction of the remedy is reported by USEPA to be complete and the treatment system has been in operation since March 2009. The Company has been notified by FDEP that the performance of remediation work 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.

In 2006, FDEP notified the Company that FDEP has unreimbursed expenses associated with the Port Salerno and Riviera Beach Sites of $214,800 and initially directed 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. Later, FDEP advised the Company that FDEP would prepare a justification for the asserted unreimbursed expenses, following receipt of which the Company is required to transfer $58,000 from the Port Salerno Escrow Account to FDEP as partial payment for FDEP's unreimbursed expenses. FDEP further stated that FDEP would work with the Company to establish a reduced payment schedule for the Company to resume payments under the Consent Final Judgment based on the Company's financial ability to pay. In November 2012 the Company renewed its request for documentation supporting FDEP's claim for unreimbursed expenses and submitted a settlement offer. To date, FDEP has not formally responded to the settlement offer.

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. 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. By letter dated March 17, 2010, the Clarkstown Landfill Joint Defense Group ("JDG") offered to pursue a settlement of NYDEC's claim against the Company in return for the Company's agreement to pay the sum of $125,000, representing the Company's alleged share of JDG's overall settlement with NYDEC. The Company rejected the settlement offer on March 29, 2010, based on its continuing contention that any claim of NYDEC against the Company was discharged in bankruptcy as a result of the Bankruptcy Court's August 1993 Order. The JDG/NYDEC Consent Decree, settling NYDEC's claims against individual members of JDG, was entered by the Court on March 21, 2011. To date, neither NYDEC nor JDG have pursued any claim against the Company with respect to the Clarkstown Landfill Site.

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 November 30,		For the Nine months ended November 30,	
	2012	2011	2012	2011
Weighted average common shares outstanding	2,177,832	2,267,775	2,232,256	2,267,489
Dilutive effect of employee stock options	217,621	221,679	214,558	221,673
Weighted average common shares outstanding, assuming dilution	2,395,453	2,489,454	2,446,814	2,489,162

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 November 30, 2012 and November 30, 2011, 13,500 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 November 30, 2012, inventories consist of the following:

	Gross	Reserve	Net
Raw Materials	$ 2,393,000	$ (450,000)	$ 1,943,000
Work-In-Process	3,075,000	(1,142,000)	1,933,000
Finished Goods	608,000	(544,000)	64,000
Totals	$ 6,076,000	$ (2,136,000)	$ 3,940,000

As of February 29, 2012, inventories consist of the following:

	Gross	Reserve	Net
Raw Materials	$ 1,525,000	$ (407,000)	$ 1,118,000
Work-In-Process	2,883,000	(1,065,000)	1,818,000
Finished Goods	625,000	(579,000)	46,000
Totals	$ 5,033,000	$ (2,051,000)	$ 2,982,000

Net raw material inventory increased $825,000 for the nine months ended November 30, 2012 primarily due to raw materials received to meet an increase in customer orders (see Results of Operations-Nine Months ended November 30, 2012 Compared to Nine Months Ended November 30, 2011).

6. INCOME TAXES:

At November 30, 2012, the Company has net operating loss carryforwards of approximately $15,161,000 that expire through 2023. 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 were comprised of the following as of November 30 and February 29, 2012:

Deferred tax assets:	11/30/12	2/29/12
Loss carryforwards	$ 5,761,000	$ 5,572,000
Allowance for doubtful accounts	1,000	35,000
Inventory allowance	920,000	690,000
Depreciation	(178,000)	68,000
Section 263A capitalized costs	663,000	494,000
Total deferred tax assets	7,167,000	6,859,000
Valuation allowance	(7,167,000)	(6,859,000)
Total net deferred taxes	$ 0	$ 0

The change in the valuation allowance on deferred tax assets is due principally to the utilization of the net operating loss for the quarter ended November 30, 2012 and for the year ended February 29, 2012.

A reconciliation of the U.S. federal statutory tax rate to the Company's effective tax rate for the quarter ended November 30, 2012 and for the year ended February 29, 2012 is as follows:

	11/30/12	2/29/12
U.S. federal statutory rate	34.0%	34.0%
Change in valuation allowance	(34.0)	(34.0)
Alternative minimum taxes	2.5	2.2
Effective income tax rate	2.5%	2.2%

On June 11, 2012, the Company made an estimated tax payment of $4,000 toward its fiscal year 2013 federal income tax obligation.

7. OTHER INCOME:

The $230,000 of other income reflected in the condensed statements of income for the quarter ended November 30, 2012 consists of $215,000 of income from cancellation of debt plus $11,000 of interest income on investment in treasury bills net of changes in market value plus $4,000 of income from federal tax adjustments. The $8,000 of other income reflected in the condensed statements of income for the quarter ended November 30, 2011 consists entirely of gain on disposal of assets.

8. INCOME FROM CANCELLATION OF DEBT:

On October 29, 2012, the Company, its affiliates, agents and representatives entered into a Settlement Agreement and Release (the "Agreement and Release") with the Police and Fire Retirement System of City of Detroit, its affiliates, agents and representatives (collectively, "PFRS"). In connection with the Company's bankruptcy, in 1993, the Company was ordered to pay PFRS a total of $1,056,226.85 over time in connection with an unsecured claim against the Company. As of the date of the Agreement and Release, the Company has paid PFRS an aggregate of $359,653.27. On October 31, 2012, pursuant to the Agreement and Release, the Company paid PFRS a lump sum payment of $475,000.00 as full and final satisfaction of PFRS' unsecured claim against the Company. The Agreement and Release also provides for mutual releases among the parties.

9. ACCRUED EXPENSES:

As of November 30, 2012 and February 29, 2012, accrued expenses and other liabilities consisted of the following:

	11/30/12	2/29/12
Payroll and related employee benefits	$ 383,000	$ 510,000
Income taxes	7,000	17,000
Property taxes	-	7,000
Environmental liabilities	10,000	13,000
Other liabilities	18,000	5,000
	$ 418,000	$ 552,000

10. EXPORT SALES AND MAJOR CUSTOMERS:

Revenues from domestic and export sales to unaffiliated customers for the three months ended November 30, 2012 are as follows:

Geographic Region	Power Transistors	Field Effect Hybrids	Power Transistors	MOSFETS	Totals
Europe and Australia	$ 0	$ 273,000	$ 10,000	$ 0	$ 283,000
Canada and Latin America	22,000	0	0	0	22,000
Far East and Middle East	3,000	0	7,000	75,000	85,000
United States	321,000	587,000	72,000	596,000	1,576,000
Totals	$ 346,000	$ 860,000	$ 89,000	$ 671,000	$ 1,966,000

Revenues from domestic and export sales to unaffiliated customers for the three months ended November 30, 2011 are as follows:

Geographic Region	Power Transistors	Field Effect Hybrids	Power Transistors	MOSFETS	Totals
Europe and Australia	$ 0	$ 0	$ 27,000	$ 0	$ 27,000
Canada and Latin America	14,000	0	2,000	0	16,000
Far East and Middle East	0	0	3,000	54,000	57,000
United States	338,000	963,000	79,000	632,000	2,012,000
Totals	$ 352,000	963,000	$ 111,000	$ 686,000	$ 2,112,000

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.

For the quarter ended November 30, 2012, sales to the Company's top two customers consisted of the following:

Customer	% of Sales
Raytheon Company	53%
BAE Systems Australia	14%
	67%

For the quarter ended November 30, 2011, sales to the Company's top two customers consisted of the following:

Customer	% of Sales
Raytheon Company	45%
United States Government	16%
	61%

11. MAJOR SUPPLIERS:

For the quarter ended November 30, 2012, purchases from the Company's top two vendors consisted of the following:

Vendor	% of Purchases
WUXI Streamtek Ltd.	18%
Egide, USA	18%
	36%

For the quarter ended November 30, 2011, purchases from the Company's top two vendors consisted of the following:

Vendor	% of Purchases
Air Products, Inc.	7%
Stellar Industries, Inc.	7%
	14%

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 United States 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 29, 2012 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 cash and cash equivalents, investment in Treasury bills and certificates of deposit, accounts receivable, shipping and handling, and inventories. 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 29, 2012.

Trends and Uncertainties:

During the three months ended November 30, 2012, the Company's book-to-bill ratio was approximately .39 as compared to approximately .43 for the three months ended November 30, 2011, reflecting a decrease in the volume of orders booked. The Company does not believe that, in most years, the year-to-year change in the book-to-bill ratio indicates a specific trend in the demand for the Company's products. The potential impact that government actions in the next two years will have on future bookings is unclear at this time. 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 fall drastically in the coming periods, the Company might be required to implement further cost cutting or other downsizing measures to continue profitable 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 November 30, 2012 Compared to Three Months Ended November 30, 2011:

Net sales for the three months ended November 30, 2012 decreased 7% to $1,966,000 as compared to $2,112,000 for the three months ended November 30, 2011. This decrease was primarily attributable to a lower level of orders that were shipped in accordance with customer requirements and unanticipated delays in receipt of key raw material components.

Cost of sales for the three months ended November 30, 2012 decreased to $1,547,000 from $1,729,000 for the comparable period in 2011, primarily due to lower raw material cost. Expressed as a percentage of sales, cost of sales decreased to 79% from 82% for the same period in 2011. This decrease in percentage was due primarily to lower raw material cost of products shipped during the quarter.

Gross profit for the three months ended November 30, 2012 increased to $419,000 from $383,000 for the three months ended November 30, 2011, primarily due to lower raw material cost of products shipped during the quarter. Accordingly, gross margins on the Company's sales increased to 21% for the three months ended November 30, 2012 in comparison to 18% for the three months ended November 30, 2011.

For the three months ended November 30, 2012, the Company shipped 43,003 units as compared to 26,934 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.

For the three months ended November 30, 2012, the Company's backlog of open orders decreased 14% to $7,632,000 as compared to the same period of the prior year. For the three months ended November 30, 2011, the Company's backlog of open orders decreased 20% to $4,780,000 as compared to same period in 2010. Changes in backlog reflect changes in the intake of orders and in the delivery requirements of customers.

The Company has experienced a decrease of 17% to $761,000 in the level of bookings during the quarter ended November 30, 2012 as compared to the same period in the prior year. For the three months ended November 30, 2011, the Company experienced a 48% decrease to $914,000 in the level of bookings as compared to the same period in the prior year. The decrease in bookings for the three months ended November 30, 2012 is principally a result of a decrease in the placement of orders by key customers, 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 $249,000 for the three months ended November 30, 2012 from $293,000 for the same period in the prior year. The decrease reflects lower sales wages, sales commissions, and administrative wages. During the three months ended November 30, 2012, selling, general, and administrative expenses as a percentage of net sales decreased to 13% as compared with 14% for the three months ended November 30, 2011.

Operating income for the three months ended November 30, 2012 increased to $170,000 as compared to $90,000 for the three months ended November 30, 2011. This increase is due primarily to lower raw material cost of products shipped during the period and lower cost of selling, general and administrative expenses.

The Company recorded $230,000 of other income for the quarter ended November 30, 2012 as compared to $8,000 for the quarter ended November 30, 2011. Other income for the three months ended November 30, 2012 consists of $215,000 of income from cancellation of debt (see Note 8) plus $11,000 of interest income on investment in treasury bills net of changes in market value plus $4,000 of income from federal tax adjustments. Other income for the quarter ended November 30, 2011 consists entirely of gain on disposal of assets.

Net income for the three months November 30, 2012 increased to $399,000 as compared to $93,000 for the same period in 2011. This increase is due primarily to lower raw material cost of product shipped during the period and higher other income as described above.

<u>Results of Operations-Nine months Ended November 30, 2012 Compared to Nine months Ended November 30, 2011</u>:

Net sales for the nine months ended November 30, 2012 decreased 6% to $5,999,000 as compared to $6,412,000 for the nine months ended November 30, 2011. This decrease was primarily attributable to a lower level of orders that were shipped in accordance with customer requirements and unanticipated delays in receipt of key raw material components.

Cost of sales for the nine months ended November 30, 2012 decreased to $4,691,000 from $4,839,000 for the comparable period in 2011 primarily due to a lower level of shipments and a higher cost of materials caused by higher precious metal prices and higher cost of raw material recently acquired and lower yields on devices produced. Expressed as a percentage of sales, cost of sales increased to 78% as compared to 75% for the same period in 2011.

Gross profit for the nine months ended November 30, 2012 decreased to $1,308,000 from $1,573,000 for the nine months ended November 30, 2011, primarily due to a lower level of shipments and a higher cost of materials as outlined above. Gross margins on the Company's sales decreased to 22% as compared to 25% for the same period in 2011.

For the nine months ended November 30, 2012, the Company shipped 139,666 units as compared to 115,154 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.

For the nine months ended November 30, 2012, the Company's backlog of open orders increased 27% to $7,632,000 as compared to the same period of the prior year. For the nine months ended November 30, 2011, the Company's backlog of open orders decreased 27% to $4,780,000 as compared to same period in 2010. Changes in backlog resulted from changes in the intake of orders and in the delivery dates required by customers.

The Company has experienced an increase of 64% to $7,645,000 in the level of bookings during the nine months ended November 30, 2012 when compared with the nine months ended November 30, 2011. The increase occurred principally as a result of an increase in the placement of orders by key customers, resulting in an increase 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 increased to $825,000 for the nine months ended November 30, 2012 from $797,000 for the comparable period in 2011, primarily due to higher legal and professional fees associated with the stock buyback (see the Company's Form 10-Q dated August 31, 2012) and cancellation of debt mentioned earlier in this report. During the nine months ended November 30, 2012, selling, general, and administrative expenses as a percentage of net sales increased to 14% as compared to 12% for the nine months ended November 30, 2011.

Operating income for the nine months ended November 30, 2012 decreased to $483,000 from $776,000 for the nine months ended November 30, 2011. This decrease is due primarily to lower net sales and higher cost of materials as outlined above.

The Company recorded other income of $269,000 for the nine months ended November 30, 2012 as compared to other income of $19,000 for the nine months ended November 30, 2011. Included in other income for the nine months ended November 30, 2012 was $215,000 of income from cancellation of debt plus $38,000 of interest income on investment in treasury bills and certificates of deposit net of changes in market value plus $12,000 of income from receivables adjustments and $4,000 of income from federal tax adjustments. Included in other income for the nine months ended November 30, 2011, was $11,000 of interest income investment in treasury bills net of changes in market value plus $8,000 gain on disposal of assets.

Net income for the nine months ended November 30, 2012 decreased to $745,000 from $783,000 for the same period in 2011. This decrease is due primarily to lower net sales and higher cost of materials as outlined above, offset by an increase in other income.

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. The Company anticipates that its capital expenditures required to sustain operations will be approximately $400,000 during the current fiscal year and will be funded from operations and from its cash reserves.

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 declining level of bookings, but with 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 next twelve months and at the current level of payments to its pre-bankruptcy creditors. However, due to the level of current backlog and projected 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 be required to take cost cutting and productivity enhancing activity to assure its continued profitability.

Over the long-term, based on these factors and at the current level of bookings, costs of raw materials and services, profit margins and sales levels, the Company believes that it will generate sufficient cash from operations to satisfy its operating needs and the level of payments to pre-bankruptcy creditors it has maintained over the last nineteen years. In the event that bookings in the long-term decline significantly below the level experienced during the previous two fiscal years, 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 or joint ventures with others or acquisitions in order to maximize marketing potential and utilization of existing resources to provide further opportunities for growth.

At November 30, 2012, February 29, 2012 and November 30, 2011, the Company had cash of approximately $671,000, $985,000 and $732,000, respectively. The cash decrease for the nine months ended November 30, 2012 was primarily due to an increase in raw material inventory, the stock buyback (see the Company's Form 10-Q dated August 31, 2012), and the settlement with Police and Fire Retirement System of City of Detroit.

At November 30, 2012, February 29, 2012 and November 30, 2011, the Company had investments in treasury bills and certificates of deposit of approximately $5,888,000, $6,614,000 and $6,697,000, respectively.

At November 30, 2012, the Company had working capital of $10,195,000 as compared with a working capital at November 30, 2011 of $9,627,000. At February 29, 2012, the Company had a working capital of $9,635,000. The $560,000 increase for the nine months ended November 30, 2012 was due mainly to the $745,000 net income for the period.

Off-Balance Sheet Arrangements:

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

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 29, 2012, including those identified below. We do not undertake any obligation to update forward-looking statements, except as required by law.

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

- If we cannot obtain three-inch silicon wafers we could lose revenues due to an inability to build our products and we may be required to make significant, costly upgrades to our manufacturing equipment, pay expensive costs of retooling and lengthy process updates, as it will require us to upgrade to four inch or larger wafers.
- Replacements for our aging equipment could become costly and difficult to obtain.
- 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 in 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.
- 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. They may also 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 5. OTHER INFORMATION

On January 14, 2013, the Company amended the Amended and Restated Employment Agreement of Shevach Saraf, Chairman, President, Chief Executive Officer, Treasurer and Chief Financial Officer of the Company, dated December 1, 2000 (the "Amendment"). The Amendment updates certain provisions of the employment agreement with respect to Section 409A of the Internal Review Code of 1986, as amended, and modifies the amount to be paid to Mr. Saraf in connection with a termination by employer without cause, upon his death or disability, and a termination following a change of control. In connection with a termination by employer without cause, upon his death or disability, and a termination following a change of control, Mr. Saraf shall be paid a lump sum equal to the larger of (i) Mr. Saraf's base salary and bonus for the remaining term of the employment agreement or (ii) Mr. Saraf's base salary and bonus for three years. The Amendment increases the number of years from two to three years in (ii) above. A copy of the Amendment is attached as Exhibit 10.2 to this report and is incorporated herein by this reference

ITEM 6. EXHIBITS:

Exhibits

10.1	Settlement Agreement and Release, dated October 29, 2012, by and between Solitron Devices, Inc., its affiliates, agents and representatives and the Police and Fire Retirement System of City of Detroit, its affiliates, agents and representatives (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on October 31, 2012).
10.2	Employment Agreement Amendment, dated January 14, 2013, by and between Solitron Devices, Inc. and Shevach Saraf.*+
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. **
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 Label Linkbase
101.PRE***	XBRL Taxonomy Presentation Linkbase

* Filed herewith.

** Furnished herewith.

*** Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under these sections.

\+ Management contract or compensatory plan or arrangement.

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: January 14, 2013

/s/ Shevach Saraf

Shevach Saraf
Chairman, President,
Chief Executive Officer,
Treasurer and
Chief Financial Officer
(Principal Executive and
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. **
10.2	Employment Agreement Amendment, dated January 14, 2013, by and between Solitron Devices, Inc. and Shevach Saraf.*+
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 Label Linkbase
101.PRE***	XBRL Taxonomy Presentation Linkbase

* Filed herewith.

** Furnished herewith.

*** Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under these sections.

\+ Management contract or compensatory plan or arrangement.

Exhibit 10.2

EMPLOYMENT AGREEMENT AMENDMENT

EMPLOYMENT AGREEMENT AMENDMENT (this "Amendment"), effective as of January 14, 2013 (the "Effective Date"), by and between Solitron Devices, Inc., a Delaware corporation (the “Company”), and Shevach Saraf (“Employee”) (hereinafter “the Parties”).

W I T N E S S E T H:

WHEREAS, the Company and Employee have entered into that certain Amended and Restated Employment Agreement, dated December 1, 2000, as such agreement has been and may be amended, restated or otherwise modified from time to time (the "Employment Agreement"). Capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the Employment Agreement; and

WHEREAS, the Company and Employee desire to modify the Employment Agreement to update certain provisions with respect to Section 409A of the Internal Revenue Code of 1986, as amended, modify the payment amount to be paid to Employee under Section 8.3 of the Employment Agreement (Termination by Employer without Cause) as well as clarify certain language in the Employment Agreement.

NOW THEREFORE, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the parties hereto agree as follows:

1. Section 8.1 of the Employment Agreement is amended and restated in its entirety as follows:

8.1 Termination by Employee for Cause

Employee may terminate this Agreement for Good Reason upon 30 days written notice to Employer setting forth with specificity the grounds for termination. As used herein, "Good Reason" shall mean (a) breach of any provision of this Agreement by Employer including, without limitation, a reduction in Employee's duties or responsibilities, (b) the appointment of any other person as Chairman of the Board, President or Chief Executive Officer of Employer or the removal of Employee from that position, (c) the failure of the stockholders to elect Employee as a director of Employer or the removal of Employee from the Board of Directors, or (d) the relocation of the Company's business operations or principal office more than 30 miles from its present location. In the event of termination under this Section, Employer shall pay Employee upon his termination a lump sum equal to his Base Salary and Bonus under Article 3 through the remainder of the Term of this Agreement. Employee shall have no obligation to mitigate his damages by finding alternative employment or otherwise, and the amounts due or paid hereunder shall not be set off against any income earned by Employee after termination pursuant to this Section 8.1 if he secures alternative employment.

2. Section 8.3 of the Employment Agreement is amended and restated in its entirety as follows:

8.3 Termination by Employer without Cause

In the event that Employer has terminated Employee's employment for any reason other than for Cause (as defined in Section 8.2) or upon Employee's death or disability, (as defined in Section 8.4), then (a) this Agreement shall nonetheless be deemed terminated, and Employer shall pay Employee upon any such termination a lump sum equal to the larger of Employee's Base Salary and Bonus for the remaining Term of the Agreement or Employee's Base Salary and Bonus for three (3) years, (b) Employee shall not be required to mitigate his damages by finding alternative employment or otherwise, and any income earned by him after such termination shall not be set off against amounts due hereunder, and (c) Employer will pay the premium for Employee's COBRA insurance benefits for Employee and his family for 18 months or provide equivalent coverage. The foregoing payments described in this Section 8.3 shall also be made in the event that Employee's employment with the Company is terminated following a Change of Control (as hereinafter defined) notwithstanding the reason for such termination. For purposes of this Section 8.3, the Bonus shall be determined by taking the average amount of Bonus actually paid to Employer in the three (3) fiscal years of Employment preceding the event requiring payment by Employer under this Section 8.3 (regardless of whether such Bonus was paid pursuant to this Agreement or any other agreement between Employer and Employee).

As used herein, "Change in Control" of the Company shall mean:

(1) any "person" (other than Employee) as such term is used in Section 13(d) and 14(d) of the Securities Exchange Act of 1934 (the "Exchange Act") (other than Employee or any group of which Employee is a part, or any Company owned, directly or indirectly, by the stockholders of the Company in substantially the same proportions as their ownership of stock of the Company) is or becomes the "beneficial owner" (as defined in Rule 13d-3 under the Exchange Act), directly or indirectly, of securities of the Company representing thirty percent (30%) or more of the combined voting power of the Company's then outstanding securities;

(2) at any time, Incumbent Directors cease, for any reason, to constitute at least a majority of the Board of Directors of the Company. As used herein, "Incumbent Directors" means (a) the individuals who constitute the Board upon the execution of this Agreement and (b) any other director whose election by the Board or nomination for election by the Company's stockholders was approved by a vote of at least two-thirds (2/3) of the Incumbent Directors then in office which two-thirds includes Employee;

(3) the shareholders of the Company approve a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity) more than 80% of the combined voting power of the voting securities of the Company or such surviving entity outstanding immediately after such merger or consolidation; provided, however that no "Change of Control" shall be deemed to have occurred until the closing of any such transaction; and provided further, that a merger or consolidation effected to implement a recapitalization of the Company (or similar transaction) in which no person (as hereinabove defined) acquires more than 25% of the combined voting power of the Company's then outstanding securities shall not constitute a Change in Control of the Company; or

(4) the stockholders of the Company approve a plan of complete liquidation of the Company or the sale or disposition by the Company of all or substantially all of the Company's assets.

(5) the Company, in one or a series of transactions, sells all or substantially all of its assets

3. Section 10 is added to the Employment Agreement to read as follows:

Compliance with Section 409A.

It is the intention of both the Company and Employee that the benefits and rights to which Employee could be entitled pursuant to this Agreement comply with Section 409A of the Internal Revenue Code of 1986, as amended from time to time, and its implementing regulations and guidance ("Section 409A"), to the extent that the requirements of Section 409A are applicable thereto, and the provisions of this Agreement shall be construed in a manner consistent with that intention. If Employee or the Company believes, at any time, that any such benefit or right that is subject to Section 409A does not so comply, it shall promptly advise the other and shall negotiate reasonably and in good faith to amend the terms of such benefits and rights such that they comply with Section 409A (with the most limited possible economic effect on Employee and on the Company).

If and to the extent required to comply with Section 409A, any payment or benefit required to be paid under this Agreement on account of termination of Employee's employment, service (or any other similar term) shall be made only in connection with a "separation from service" with respect to Employee within the meaning of Section 409A.

In the event that Employee is a “specified employee” (as described in Section 409A), and any payment or benefit payable pursuant to this Agreement constitutes deferred compensation under Section 409A, then to the extent that such payment or benefit is subject to the six-month delay requirement described in Section 409A(2)(b) in order for such payment or benefit to comply with the requirements of Section 409A, then no such payment or benefit shall be made before the date that is six months after Employee’s “separation from service” (as described in Section 409A) or, if earlier, the date of Employee’s death. Any payment or benefit delayed by reason of the prior sentence shall be paid out or provided in a single lump sum at the end of such required delay period.

4. Except as expressly amended by the terms of this Amendment and all prior amendments to the Employment Agreement, the terms of the Employment Agreement shall remain in effect and are unchanged by this Amendment.

IN WITNESS WHEREOF, the parties have executed this Amendment this 14th day of January 2013.

SOLITRON DEVICES, INC.

By: /s/ *Jacob Davis*
Name: Jacob Davis
Title: Chairman of Compensation Committee

EMPLOYEE:

/s/ *Shevach Saraf*
Shevach Saraf

Exhibit 31

CERTIFICATION

I, Shevach Saraf, Chairman, President, Chief Executive Officer, Treasurer and
Chief Financial Officer of Solitron Devices, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Solitron Devices, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)), and internal control over financial reporting (as defined in Exchange Act rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 14, 2013

/s/ Shevach Saraf

Shevach Saraf
Chairman, President,
Chief Executive Officer,
Treasurer and
Chief Financial Officer
(Principal Executive and
Financial Officer)

Exhibit 32

Certification Required by 18 U.S.C. Section 1350
(as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002)

In connection with the Quarterly Report of Solitron Devices, Inc. (the "Company") on Form 10-Q for the period ended November 30, 2012, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Shevach Saraf, as Chairman, President, Chief Executive Officer, Treasurer and Chief Financial Officer of Solitron Devices, Inc., certify, pursuant to 18 U.S.C. Section 1350 (as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002), that to my knowledge:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: January 14, 2013

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

Major Suppliers (Details)	3 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011
Percetage of purchase from major suppliers		
Percentage of purchases from major suppliers	36.00%	14.00%
WUXI Streamtek Ltd. [Member]		
Percetage of purchase from major suppliers		
Percentage of purchases from major suppliers	18.00%	
Egide, USA [Member]		
Percetage of purchase from major suppliers		
Percentage of purchases from major suppliers	18.00%	
Air Products, Inc. [Member]		
Percetage of purchase from major suppliers		
Percentage of purchases from major suppliers		7.00%
Stellar Industries, Inc. [Member]		
Percetage of purchase from major suppliers		
Percentage of purchases from major suppliers		7.00%

Other Income (Details) (USD $)	3 Months Ended		9 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011
Other income (Textual)				
Total other income	$ 230,000	$ 8,000	$ 269,000	$ 19,000
Interest income on investment in treasury bills net of changes in market value	11,000		38,000	11,000
Income from Cancellation of Debt	215,000			
Income from receivables adjustments	$ 4,000	$ 8,000	$ 16,000	$ 8,000

Environmental Liabilities (Details) (USD $)	Nov. 30, 2012	Aug. 31, 2012	Feb. 29, 2012	1 Months Ended	12 Months Ended	1 Months Ended						1 Months Ended
				Feb. 28, 2006 United States Environmental Protection Agency [Member]	Feb. 28, 2009 United States Environmental Protection Agency [Member]	Aug. 31, 2012 United States Environmental Protection Agency [Member]	Jun. 12, 2012 United States Environmental Protection Agency [Member]	Feb. 28, 2006 United States Environmental Protection Agency [Member] FLORIDA Sites	Feb. 28, 2006 United States Environmental Protection Agency [Member] CALIFORNIA Sites	Feb. 28, 2006 Florida Department of Environmental Protection [Member]	Oct. 21, 1993 Florida Department of Environmental Protection [Member] Sites	Mar. 31, 2010 New York Department of Environmental Conservation [Member]
Environmental liabilities (Textual)												
Number of sites for which company alleged liabilty resolved								4	1			
Payment under settlement agreement				$ 74,000								$ 125,000
Description of additional payment required to be made				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.								
Mininum addtional payment required to pay under agreement				10,000								
Amount paid to full satisfaction of obligation							12,812					
Amount accrued for minimum obligations under the Settlement Agreement	10,000	10,000	13,000									
Number of sites reqired to be sold under agreement											2	
Balance in escrow account						58,000						
Review period of annual ground water sampling					5 years							
Unreimbursed expenses related to sites										$ 214,800		

Export Sales and Major Customers (Details 1)	3 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011
Percenatge sales to major customer		
Sales from major customers	67.00%	61.00%
Raytheon Company [Member]		
Percenatge sales to major customer		
Sales from major customers	53.00%	45.00%
United States Government [Member]		
Percenatge sales to major customer		
Sales from major customers		16.00%
BAE Systems Australia [Member]		
Percenatge sales to major customer		
Sales from major customers	14.00%	

Earning Per Share	9 Months Ended Nov. 30, 2012
Earnings Per Share [Abstract]	
EARNINGS PER SHARE:	

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 November 30,		For the Nine months ended November 30,	
	2012	2011	2012	2011
Weighted average common shares outstanding	2,177,832	2,267,775	2,232,256	2,267,489
Dilutive effect of employee stock options	217,621	221,679	214,558	221,673
Weighted average common shares outstanding, assuming dilution	2,395,453	2,489,454	2,446,814	2,489,162

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 November 30, 2012 and November 30, 2011, 13,500 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.

Inventories (Details Textual) (USD $)	9 Months Ended Nov. 30, 2012
Inventories (Textual)	
Net raw material inventory increased	$ 825,000

Inventories (Details) (USD $)	Nov. 30, 2012	Feb. 29, 2012
Schedule of Inventories		
Inventory, Raw Materials, Gross	$ 2,393,000	$ 1,525,000
Inventory, Work in Process, Gross	3,075,000	2,883,000
Inventory, Finished Goods, Gross	608,000	625,000
Inventory, Gross, Total	6,076,000	5,033,000
Inventory Raw Material Reserve	(450,000)	(407,000)
Inventory Work-In-Process Reserve	(1,142,000)	(1,065,000)
Inventory Finished Goods Reserve	(544,000)	(579,000)
Inventory Adjustments, Total	(2,136,000)	(2,051,000)
Inventory, Raw material, Net	1,943,000	1,118,000
Inventory, Work in Process, Net	1,933,000	1,818,000
Inventory, Finished Goods, Net	64,000	46,000
Inventories, Net	$ 3,940,000	$ 2,982,000

Income Taxes (Details) (USD $)	Nov. 30, 2012	Feb. 29, 2012
Deferred tax assets:		
Loss carryforwards	$ 5,761,000	$ 5,572,000
Allowance for doubtful accounts	1,000	35,000
Inventory allowance	920,000	690,000
Depreciation	(178,000)	68,000
Section 263A capitalized costs	663,000	494,000
Total deferred tax assets	7,167,000	6,859,000
Valuation allowance	(7,167,000)	(6,859,000)
Total net deferred taxes	$ 0	$ 0

Income Taxes (Details 1)	9 Months Ended Nov. 30, 2012	12 Months Ended Feb. 28, 2009
Reconciliation of the U.S. federal statutory tax rate to the Company’s effective tax rate		
U.S. federal statutory rate	34.00%	34.00%
Change in valuation allowance	(34.00%)	(34.00%)
Alternative minimum taxes	2.50%	2.20%
Effective income tax rate	2.50%	2.20%

Environmental Liabilities	9 Months Ended Nov. 30, 2012
Environmental Liabilities [Abstract]	
ENVIRONMENTAL LIABILITIES:	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"), which resolved the Company's alleged liability to USEPA for four sites in Florida (including the Solitron Microwave Superfund Site, Port Salerno, Florida ("Port Salerno Site") and the Solitron Devices Site, Riviera Beach, Florida (the "Riviera Beach Site") discussed further below and one site in California. Pursuant to the Settlement Agreement, the Company paid the 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. As of June 12, 2012, the Company paid $12,812 in full satisfaction of its obligations for fiscal year 2012. The Company has accrued $10,000 for its remaining minimum obligations under the Settlement Agreement for fiscal year 2013 which is reflected in "Accrued expenses" on the Company's Balance Sheets at November 30, 2012.

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 and Riviera Beach Sites, 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. USEPA completed remedy construction at the Port Salerno Site in 2004 and is performing annual groundwater sampling. A 5-Year review performed by USEPA in 2009 concluded that remedial actions taken at the property remain protective. Work at the Riviera Beach Site is being performed by Honeywell, Inc. ("Honeywell"), pursuant to an Administrative Order of Consent entered into between Honeywell and USEPA. Design and construction of the remedy is reported by
USEPA to be complete and the treatment system has been in operation since March 2009. The Company has been notified by FDEP that the performance of remediation work 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.

In 2006, FDEP notified the Company that FDEP has unreimbursed expenses associated with the Port Salerno and Riviera Beach Sites of $214,800 and initially directed 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. Later, FDEP advised the Company that FDEP would prepare a justification for the asserted unreimbursed expenses, following receipt of which the Company is required to transfer $58,000 from the Port Salerno Escrow Account to FDEP as partial payment for FDEP's unreimbursed expenses. FDEP further stated that FDEP would work with the Company to establish a reduced payment schedule for the Company to resume payments under the Consent Final Judgment based on the Company's financial ability to pay. In November 2012 the Company renewed its request for documentation supporting FDEP's claim for unreimbursed expenses and submitted a settlement offer. To date, FDEP has not formally responded to the settlement offer.

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. 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. By letter dated March 17, 2010, the Clarkstown Landfill Joint Defense Group ("JDG") offered to pursue a settlement of NYDEC's claim against the Company in return for the Company's agreement to pay the sum of $125,000, representing the Company's alleged share of JDG's overall settlement with NYDEC. The Company rejected the settlement offer on March 29, 2010, based on its continuing contention that any claim of NYDEC against the Company was discharged in bankruptcy as a result of the Bankruptcy Court's August 1993 Order. The JDG/NYDEC Consent Decree, settling NYDEC's claims against individual members of JDG, was entered by the Court on March 21, 2011. To date, neither NYDEC nor JDG have pursued any claim against the Company with respect to the Clarkstown Landfill Site.

Income Taxes (Details Textual) (USD $)	1 Months Ended Jun. 30, 2012	9 Months Ended Nov. 30, 2012
Income taxes (Textual)		
Operating loss carryforwards, net		$ 15,161,000
Operating loss carryforwards, Expiration dates		Expire through 2023.
Valuation allowance recorded on deferred tax assets percenatge		100.00%
Operating Loss Carryforwards, Limitations on Use		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.
Cumulative change in ownership percenatge		50.00%
Period for cumulative change in ownership		3 years
Tax payment towards federal income tax obligation	$ 4,000	

Major Suppliers (Details Textual)	3 Months Ended	
	Nov. 30, 2012 Vendors	Nov. 30, 2011 Vendors
Major Suppliers (Textual)		
Number of major vendors	2	2

Balance Sheet (USD $) In Thousands, unless otherwise specified	Nov. 30, 2012	Feb. 29, 2012
CURRENT ASSETS		
Cash and cash equivalents	$ 671	$ 985
Treasury bills and certificates of deposit	5,888	6,614
Accounts receivable, less allowance for doubtful accounts of $2 and $95	867	770
Inventories, net (Note 5)	3,940	2,982
Prepaid expenses	123	142
TOTAL CURRENT ASSETS	11,489	11,493
PROPERTY, PLANT AND EQUIPMENT, net	600	671
OTHER ASSETS	27	49
TOTAL ASSETS	12,116	12,213
CURRENT LIABILITIES		
Accounts payable	519	279
Prepetition liabilities	291	1,002
Customer deposits	66	25
Accrued expenses (Note 9)	418	552
TOTAL CURRENT LIABILITIES	1,294	1,858
LONG-TERM LIABILITIES, net of current portion	118	128
TOTAL LIABILITIES	1,412	1,986
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY		
Preferred stock, $.01 par value, authorized 500,000 shares, none issued		
Common stock, $.01 par value, authorized 10,000,000 shares, 2,177,832 shares issued and outstanding, net of 273,230 shares of treasury stock as of November 30, 2012. 2,267,775 shares issued and outstanding, net of 173,287 shares of treasury stock as of February 29, 2012	23	23
Additional paid-in capital	2,743	2,736
Retained earnings	8,213	7,468
Less treasury stock	(275)	
TOTAL STOCKHOLDERS' EQUITY	10,704	10,227
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 12,116	$ 12,213

Summary of Significant Accounting Policies	9 Months Ended Nov. 30, 2012
Summary Of Significant Accounting Policies [Abstract]	
SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES	1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations and Activities

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 was incorporated under the laws of the State of New York in 1959 and reincorporated under the laws of the State of Delaware in August 1987.

Basis of Presentation

The financial statements have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

Cash and Cash Equivalents

Cash and cash equivalents include demand deposits and money market accounts.

Investment in Treasury Bills and Certificates of Deposit

Investment in Treasury Bills/CDs includes treasury bills with maturities of one year or less, and Certificates of Deposit with maturities from one to three years, and is stated at market value.

Accounts Receivable

Accounts receivable consists of unsecured credit extended to the Company's customers in the ordinary course of business. The Company reserves for any amounts deemed to be uncollectible based on past collection experiences and an analysis of outstanding balances, using an allowance account. The allowance amount was $2,000 as of November 30, 2012 and $95,000 as of February 29, 2012.

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.
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.

<u>Revenue Recognition</u>

Revenue is recognized in accordance with SEC Staff Accounting Bulletin No. 104, *Revenue Recognition*. This pronouncement requires that four basic criteria be met before revenue can be recognized: 1) there is evidence that an arrangement exists; 2) delivery has occurred; 3) the fee is fixed or determinable; and 4) collectability is reasonably assured. We recognize revenue upon determination that all criteria for revenue recognition have been met. The criteria are usually met at the time of product shipment. Shipping terms are generally FCA (Free Carrier) shipping point.

<u>Financial Statement Estimates</u>

The preparation of financial statements in conformity with accounting principles generally accepted in the United States 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 period. Actual results could differ from these estimates, and the differences could be material. Such estimates include depreciable life, valuation allowance, and allowance for inventory obsolescence.

Accrued Expenses (Details) (USD $)	Nov. 30, 2012	Aug. 31, 2012	Feb. 29, 2012
Accrued expenses and other liabilities			
Payroll and related employee benefits	$ 383,000		$ 510,000
Income taxes	7,000		17,000
Property taxes			7,000
Environmental liabilities	10,000	10,000	13,000
Other liabilities	18,000		5,000
Accrued expenses, Total	$ 418,000		$ 552,000

Export Sales and Major Customers (Tables)	9 Months Ended Nov. 30, 2012
Export Sales and Major Customers [Abstract]	
Revenues from domestic and export sales to unaffiliated customers	Revenues from domestic and export sales to unaffiliated customers for the three months ended November 30, 2012 are as follows:

Geographic Region	Power Transistors	Field Effect Hybrids	Power Transistors	MOSFETS	Totals
Europe and Australia	$ 0	$273,000	$ 10,000	$ 0	$ 283,000
Canada and Latin America	22,000	0	0	0	22,000
Far East and Middle East	3,000	0	7,000	75,000	85,000
United States	321,000	587,000	72,000	596,000	1,576,000
Totals	$ 346,000	$860,000	$ 89,000	$ 671,000	$1,966,000

Revenues from domestic and export sales to unaffiliated customers for the three months ended November 30, 2011 are as follows:

Geographic Region	Power Transistors	Field Effect Hybrids	Power Transistors	MOSFETS	Totals
Europe and Australia	$ 0	$ 0	$ 27,000	$ 0	$ 27,000
Canada and Latin America	14,000	0	2,000	0	16,000
Far East and Middle East	0	0	3,000	54,000	57,000
United States	338,000	963,000	79,000	632,000	2,012,000
Totals	$ 352,000	963,000	$ 111,000	$ 686,000	$2,112,000

Percentage of revenue from major customer

For the quarter ended November 30, 2012, sales to the Company's top two customers consisted of the following:

Customer	% of Sales
Raytheon Company	53%
BAE Systems Australia	14%
	67%

For the quarter ended November 30, 2011, sales to the Company's top two customers consisted of the following:

Customer	% of Sales
Raytheon Company	45%
United States Government	16%
	61%

Export Sales and Major Customers (Details) (USD $)	3 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011
Revenues from domestic and export sales to unaffiliated customers		
Revenues, Total	$ 1,966,000	$ 2,112,000
Power Transistors [Member]		
Revenues from domestic and export sales to unaffiliated customers		
Revenues, Total	346,000	352,000
Field Effect Hybrids [Member]		
Revenues from domestic and export sales to unaffiliated customers		
Revenues, Total	860,000	963,000
Power Transistors One [Member]		
Revenues from domestic and export sales to unaffiliated customers		
Revenues, Total	89,000	111,000
MOSFETS [Member]		
Revenues from domestic and export sales to unaffiliated customers		
Revenues, Total	671,000	686,000
Europe and Australia [Member]		
Revenues from domestic and export sales to unaffiliated customers		
Revenues, Total	283,000	27,000
Europe and Australia [Member] | Power Transistors [Member]		
Revenues from domestic and export sales to unaffiliated customers		
Revenues, Total	0	0
Europe and Australia [Member] | Field Effect Hybrids [Member]		
Revenues from domestic and export sales to unaffiliated customers		
Revenues, Total	273,000	0
Europe and Australia [Member] | Power Transistors One [Member]		
Revenues from domestic and export sales to unaffiliated customers		
Revenues, Total	10,000	27,000
Europe and Australia [Member] | MOSFETS [Member]		
Revenues from domestic and export sales to unaffiliated customers		
Revenues, Total	0	0
Canada and Latin America [Member]		
Revenues from domestic and export sales to unaffiliated customers		
Revenues, Total	22,000	16,000
Canada and Latin America [Member] | Power Transistors [Member]		
Revenues from domestic and export sales to unaffiliated customers		
Revenues, Total	22,000	14,000
Canada and Latin America [Member] | Field Effect Hybrids [Member]		
Revenues from domestic and export sales to unaffiliated customers		
Revenues, Total	0	0
Canada and Latin America [Member] | Power Transistors One [Member]		
Revenues from domestic and export sales to unaffiliated customers		
Revenues, Total	0	2,000

Canada and Latin America [Member] | MOSFETS [Member]		
Revenues from domestic and export sales to unaffiliated customers		
Revenues, Total	0	0
Far East and Middle East [Member]		
Revenues from domestic and export sales to unaffiliated customers		
Revenues, Total	85,000	57,000
Far East and Middle East [Member] | Power Transistors [Member]		
Revenues from domestic and export sales to unaffiliated customers		
Revenues, Total	3,000	0
Far East and Middle East [Member] | Field Effect Hybrids [Member]		
Revenues from domestic and export sales to unaffiliated customers		
Revenues, Total	0	0
Far East and Middle East [Member] | Power Transistors One [Member]		
Revenues from domestic and export sales to unaffiliated customers		
Revenues, Total	7,000	3,000
Far East and Middle East [Member] | MOSFETS [Member]		
Revenues from domestic and export sales to unaffiliated customers		
Revenues, Total	75,000	54,000
United States [Member]		
Revenues from domestic and export sales to unaffiliated customers		
Revenues, Total	1,576,000	2,012,000
United States [Member] | Power Transistors [Member]		
Revenues from domestic and export sales to unaffiliated customers		
Revenues, Total	321,000	338,000
United States [Member] | Field Effect Hybrids [Member]		
Revenues from domestic and export sales to unaffiliated customers		
Revenues, Total	587,000	963,000
United States [Member] | Power Transistors One [Member]		
Revenues from domestic and export sales to unaffiliated customers		
Revenues, Total	72,000	79,000
United States [Member] | MOSFETS [Member]		
Revenues from domestic and export sales to unaffiliated customers		
Revenues, Total	$ 596,000	$ 632,000

Summary of Significant Accounting Policies (Details) (USD $) In Thousands, unless otherwise specified	9 Months Ended Nov. 30, 2012	Feb. 29, 2012
Summary of significant accounting policies (Textual)		
Allowance for doubtful accounts (in dollars)	$ 2	$ 95
Description of inventory valuation policy for 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.	
Treasury bills [Member]		
Summary of significant accounting policies (Textual)		
Maturitiy term	One year or less	
Certificates of deposit [Member]		
Summary of significant accounting policies (Textual)		
Maturitiy term	One to three years	

Environmental Regulation	9 Months Ended Nov. 30, 2012
Environmental Regulation [Abstract]	
ENVIRONMENTAL REGULATION:	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.

Balance Sheet (Parenthetical) (USD $) In Thousands, except Share data, unless otherwise specified	Nov. 30, 2012	Feb. 29, 2012
Balance Sheets [Abstract]		
Allowance for doubtful accounts (in dollars)	$ 2	$ 95
Preferred stock, par value (in dollars per share)	$ 0.01	$ 0.01
Preferred stock, shares authorized	500,000	500,000
Preferred stock, shares issued		
Common stock, par value (in dollars per share)	$ 0.01	$ 0.01
Common stock, shares authorized	10,000,000	10,000,000
Common stock, shares issued	2,177,832	2,267,775
Common stock, shares outstanding	2,177,832	2,267,775
Treasury stock, shares	273,230	173,287

Summary of Significant Accounting Policies (Policies)	9 Months Ended Nov. 30, 2012
Summary Of Significant Accounting Policies [Abstract]	
Nature of Operations and Activities	Nature of Operations and Activities 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 was incorporated under the laws of the State of New York in 1959 and reincorporated under the laws of the State of Delaware in August 1987.
Basis of Presentation	Basis of Presentation The financial statements have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.
Cash and Cash Equivalents	Cash and Cash Equivalents Cash and cash equivalents include demand deposits and money market accounts.
Investment in Treasury Bills and Certificates of Deposit	Investment in Treasury Bills and Certificates of Deposit Investment in Treasury Bills/CDs includes treasury bills with maturities of one year or less, and Certificates of Deposit with maturities from one to three years, and is stated at market value.
Accounts Receivable	Accounts Receivable Accounts receivable consists of unsecured credit extended to the Company's customers in the ordinary course of business. The Company reserves for any amounts deemed to be uncollectible based on past collection experiences and an analysis of outstanding balances, using an allowance account. The allowance amount was $2,000 as of November 30, 2012 and $95,000 as of February 29, 2012.
Shipping and Handling	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 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.

Revenue Recognition

Revenue Recognition

Revenue is recognized in accordance with SEC Staff Accounting Bulletin No. 104, *Revenue Recognition*. This pronouncement requires that four basic criteria be met before revenue can be recognized: 1) there is evidence that an arrangement exists; 2) delivery has occurred; 3) the fee is fixed or determinable; and 4) collectability is reasonably assured. We recognize revenue upon determination that all criteria for revenue recognition have been met. The criteria are usually met at the time of product shipment. Shipping terms are generally FCA (Free Carrier) shipping point.

Financial Statement Estimates

Financial Statement Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States 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 period. Actual results could differ from these estimates, and the differences could be material. Such estimates include depreciable life, valuation allowance, and allowance for inventory obsolescence.

Document and Entity Information	9 Months Ended Nov. 30, 2012	Jan. 01, 2013
Document and Entity Information [Abstract]		
Entity Registrant Name	SOLITRON DEVICES INC	
Entity Central Index Key	0000091668	
Document Type	10-Q	
Document Period End Date	Nov. 30, 2012	
Amendment Flag	false	
Document Fiscal Period Focus	Q3	
Document Fiscal Year Focus	2013	
Current Fiscal Year End Date	--02-28	
Entity Filer Category	Smaller Reporting Company	
Entity Common Stock, Shares Outstanding		2,177,832

Earning Per Share (Tables)

	9 Months Ended
	Nov. 30, 2012

Earnings Per Share [Abstract]

Summery of basic and diluted earnings per common share

	For the three months ended November 30,		For the Nine months ended November 30,	
	2012	2011	2012	2011
Weighted average common shares outstanding	2,177,832	2,267,775	2,232,256	2,267,489
Dilutive effect of employee stock options	217,621	221,679	214,558	221,673
Weighted average common shares outstanding, assuming dilution	2,395,453	2,489,454	2,446,814	2,489,162

Condensed Statements of Income (Unaudited) (USD $) In Thousands, except Share data, unless otherwise specified	3 Months Ended		9 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011
Statements Of Income [Abstract]				
NET SALES	$ 1,966	$ 2,112	$ 5,999	$ 6,412
Cost of Sales	1,547	1,729	4,691	4,839
Gross Profit	419	383	1,308	1,573
Selling, General and Administrative Expenses	249	293	825	797
Operating Income	170	90	483	776
Other income (Note 7)				
Income from cancellation of debt (Note 8)	215		215	
Other income	4	8	16	8
Interest Income	11		38	11
Total other income	230	8	269	19
Income before provision for income taxes	400	98	752	795
Provision for income taxes	(1)	(5)	(7)	(12)
Net income	$ 399	$ 93	$ 745	$ 783
Net Income Per Share : Basic	$ 0.18	$ 0.04	$ 0.33	$ 0.35
: Diluted	$ 0.17	$ 0.04	$ 0.30	$ 0.31
Weighted Average Shares Outstanding : Basic	2,177,832	2,267,775	2,232,256	2,267,489
: Diluted	2,395,453	2,489,454	2,446,814	2,489,162

Other Income	9 Months Ended Nov. 30, 2012
Other Income [Abstract]	
OTHER INCOME:	7. OTHER INCOME: The $230,000 of other income reflected in the condensed statements of income for the quarter ended November 30, 2012 consists of $215,000 of income from cancellation of debt plus $11,000 of interest income on investment in treasury bills net of changes in market value plus $4,000 of income from federal tax adjustments. The $8,000 of other income reflected in the condensed statements of income for the quarter ended November 30, 2011 consists entirely of gain on disposal of assets.

Income Taxes	9 Months Ended Nov. 30, 2012
Income Taxes [Abstract]	
INCOME TAXES:	

6. INCOME TAXES:

At November 30, 2012, the Company has net operating loss carryforwards of approximately $15,161,000 that expire through 2023. 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 were comprised of the following as of November 30 and February 29, 2012:

Deferred tax assets:	11/30/12	2/29/12
Loss carryforwards	$ 5,761,000	$ 5,572,000
Allowance for doubtful accounts	1,000	35,000
Inventory allowance	920,000	690,000
Depreciation	(178,000)	68,000
Section 263A capitalized costs	663,000	494,000
Total deferred tax assets	7,167,000	6,859,000
Valuation allowance	(7,167,000)	(6,859,000)
Total net deferred taxes	$ 0	$ 0

The change in the valuation allowance on deferred tax assets is due principally to the utilization of the net operating loss for the quarter ended November 30, 2012 and for the year ended February 29, 2012.

A reconciliation of the U.S. federal statutory tax rate to the Company's effective tax rate for the quarter ended November 30, 2012 and for the year ended February 29, 2012 is as follows:

	11/30/12	2/29/12
U.S. federal statutory rate	34.0%	34.0%
Change in valuation allowance	(34.0)	(34.0)
Alternative minimum taxes	2.5	2.2
Effective income tax rate	2.5%	2.2%

On June 11, 2012, the Company made an estimated tax payment of $4,000 toward its fiscal year 2013 federal income tax obligation.

Major Suppliers (Tables)	9 Months Ended Nov. 30, 2012
Major Suppliers [Abstract]	
Percentage of purchase from major vendors	For the quarter ended November 30, 2012, purchases from the Company's top two vendors consisted of the following:

Vendor	% of Purchases
WUXI Streamtek Ltd.	18%
Egide, USA	18%
	36%

For the quarter ended November 30, 2011, purchases from the Company's top two vendors consisted of the following:

Vendor	% of Purchases
Air Products, Inc.	7%
Stellar Industries, Inc.	7%
	14%

Inventories (Tables)	9 Months Ended Nov. 30, 2012
Inventories [Abstract]	
Schedule of Inventory	

	Gross	Reserve	Net
Raw Materials	$2,393,000	$ (450,000)	$1,943,000
Work-In-Process	3,075,000	(1,142,000)	1,933,000
Finished Goods	608,000	(544,000)	64,000
Totals	$6,076,000	$(2,136,000)	$3,940,000

	Gross	Reserve	Net
Raw Materials	$1,525,000	$ (407,000)	$1,118,000
Work-In-Process	2,883,000	(1,065,000)	1,818,000
Finished Goods	625,000	(579,000)	46,000
Totals	$5,033,000	$(2,051,000)	$2,982,000

Export Sales and Major Customer	9 Months Ended Nov. 30, 2012
Export Sales and Major Customers [Abstract]	
EXPORT SALES AND MAJOR CUSTOMERS:	

10. EXPORT SALES AND MAJOR CUSTOMERS:

Revenues from domestic and export sales to unaffiliated customers for the three months ended November 30, 2012 are as follows:

Geographic Region	Power Transistors	Field Effect Hybrids	Power Transistors	MOSFETS	Totals
Europe and Australia	$ 0	$273,000	$ 10,000	$ 0	$ 283,000
Canada and Latin America	22,000	0	0	0	22,000
Far East and Middle East	3,000	0	7,000	75,000	85,000
United States	321,000	587,000	72,000	596,000	1,576,000
Totals	$ 346,000	$860,000	$ 89,000	$ 671,000	$1,966,000

Revenues from domestic and export sales to unaffiliated customers for the three months ended November 30, 2011 are as follows:

Geographic Region	Power Transistors	Field Effect Hybrids	Power Transistors	MOSFETS	Totals
Europe and Australia	$ 0	$ 0	$ 27,000	$ 0	$ 27,000
Canada and Latin America	14,000	0	2,000	0	16,000
Far East and Middle East	0	0	3,000	54,000	57,000
United States	338,000	963,000	79,000	632,000	2,012,000
Totals	$ 352,000	963,000	$ 111,000	$ 686,000	$2,112,000

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.

For the quarter ended November 30, 2012, sales to the Company's top two customers consisted of the following:

Customer	% of Sales
Raytheon Company	53%
BAE Systems Australia	14%
	67%

For the quarter ended November 30, 2011, sales to the Company's top two customers consisted of the following:

Customer	% of Sales

Raytheon Company	45%
United States Government	16%
	61%

Income From Cancellation of Debt	9 Months Ended Nov. 30, 2012
Income From Cancellation Of Debt [Abstract]	
INCOME FROM CANCELLATION OF DEBT:	8. INCOME FROM CANCELLATION OF DEBT: On October 29, 2012, the Company, its affiliates, agents and representatives entered into a Settlement Agreement and Release (the "Agreement and Release") with the Police and Fire Retirement System of City of Detroit, its affiliates, agents and representatives (collectively, "PFRS"). In connection with the Company's bankruptcy, in 1993, the Company was ordered to pay PFRS a total of $1,056,226.85 over time in connection with an unsecured claim against the Company. As of the date of the Agreement and Release, the Company has paid PFRS an aggregate of $359,653.27. On October 31, 2012, pursuant to the Agreement and Release, the Company paid PFRS a lump sum payment of $475,000.00 as full and final satisfaction of PFRS' unsecured claim against the Company. The Agreement and Release also provides for mutual releases among the parties.

Accrued Expenses	9 Months Ended Nov. 30, 2012
Accrued Expenses [Abstract]	
ACCRUED EXPENSES:	9. ACCRUED EXPENSES: As of November 30, 2012 and February 29, 2012, accrued expenses and other liabilities consisted of the following:

	11/30/12	2/29/12
Payroll and related employee benefits	$ 383,000	$ 510,000
Income taxes	7,000	17,000
Property taxes	-	7,000
Environmental liabilities	10,000	13,000
Other liabilities	18,000	5,000
	$ 418,000	$ 552,000

Major Suppliers	9 Months Ended Nov. 30, 2012

Major Suppliers [Abstract]

MAJOR SUPPLIERS:

11. MAJOR SUPPLIERS:

For the quarter ended November 30, 2012, purchases from the Company's top two vendors consisted of the following:

Vendor	% of Purchases
WUXI Streamtek Ltd.	18%
Egide, USA	18%
	36%

For the quarter ended November 30, 2011, purchases from the Company's top two vendors consisted of the following:

Vendor	% of Purchases
Air Products, Inc.	7%
Stellar Industries, Inc.	7%
	14%

Income From Cancellation of Debt (Details) (USD $)	Oct. 31, 2012	Oct. 29, 2012
Income from Cancellation of Debt (Textual)		
Bankruptcy claims order to pay to affiliates, agents and representatives		$ 1,056,226.85
Amount paid to settle unsecured claims	$ 475,000.00	$ 359,653.27

Accrued Expenses (Tables)	9 Months Ended Nov. 30, 2012

Accrued Expenses [Abstract]

Accrued expenses and other liabilities

	11/30/12	2/29/12
Payroll and related employee benefits	$383,000	$510,000
Income taxes	7,000	17,000
Property taxes	-	7,000
Environmental liabilities	10,000	13,000
Other liabilities	18,000	5,000
	$418,000	$552,000

Earning Per Share (Details)	3 Months Ended		9 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011
Summery of basic and diluted earnings per common share				
Weighted average common shares outstanding	2,177,832	2,267,775	2,232,256	2,267,489
Dilutive effect of employee stock options	217,621	221,679	214,558	221,673
Weighted average common shares outstanding, assuming dilution	2,395,453	2,489,454	2,446,814	2,489,162

Statements of Cash Flows (Unaudited) (USD $) In Thousands, unless otherwise specified	9 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011
Statements Of Cash Flows [Abstract]		
Net income	$ 745	$ 783
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	224	143
Decrease (increase) in operating assets and liabilities:		
Accounts receivable	(97)	(6)
Inventories, net	(958)	66
Prepaid expenses	19	(20)
Other assets	22	1
Increase (decrease) in:		
Accounts payable	240	(9)
Prepetition liabilities	(711)	(21)
Customer deposit	41	(1)
Accrued expenses	(134)	(231)
Long-term liabilities	(10)	(10)
Total adjustments	(1,364)	(89)
NET CASH (USED IN)/PROVIDED BY OPERATING ACTIVITIES	(619)	694
CASH FLOWS FROM INVESTING ACTIVITIES:		
Sales of Treasury Bills and Certificates of Deposit	3,309	3,813
Purchases of Treasury Bills and Certificates of Deposit	(2,583)	(4,175)
Purchases of property, plant and equipment	(153)	(140)
NET CASH PROVIDED BY/(USED IN) INVESTING ACTIVITIES	573	(502)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Purchase of treasury stock	(275)	
Cash from exercise of employee stock options	7	1
NET CASH (USED IN)/PROVIDED BY FINANCING ACTIVITIES	(268)	1
Net (decrease)/increase in cash and cash equivalents	(314)	193
Cash and cash equivalents – beginning of the period	985	539
Cash and cash equivalents - end of the period	$ 671	$ 732

Inventories	9 Months Ended Nov. 30, 2012
Inventories [Abstract]	
INVENTORIES:	5. INVENTORIES: As of November 30, 2012, inventories consist of the following: (see tables below)

5. INVENTORIES:

As of November 30, 2012, inventories consist of the following:

	Gross	Reserve	Net
Raw Materials	$2,393,000	$ (450,000)	$1,943,000
Work-In-Process	3,075,000	(1,142,000)	1,933,000
Finished Goods	608,000	(544,000)	64,000
Totals	$6,076,000	$(2,136,000)	$3,940,000

As of February 29, 2012, inventories consist of the following:

	Gross	Reserve	Net
Raw Materials	$1,525,000	$ (407,000)	$1,118,000
Work-In-Process	2,883,000	(1,065,000)	1,818,000
Finished Goods	625,000	(579,000)	46,000
Totals	$5,033,000	$(2,051,000)	$2,982,000

Net raw material inventory increased $825,000 for the nine months ended November 30, 2012 primarily due to raw materials received to meet an increase in customer orders (see Results of Operations-Nine Months ended November 30, 2012 Compared to Nine Months Ended November 30, 2011).

Earning Per Share (Details Textual)	3 Months Ended	
	Nov. 30, 2012	Nov. 30, 2011
Earning per share (Textual)		
Antidilutives Securities excluded from computation of earnings per share, Amount	13,500	13,500

Export Sales and Major Customers (Details Textual)	3 Months Ended	
	Nov. 30, 2012 Customers	Nov. 30, 2011 Customers
Export Sales and Major Customer (Textual)		
Number of major customers	2	2

Income Taxes (Tables)	9 Months Ended Nov. 30, 2012

Income Taxes [Abstract]

Deferred tax assets

Deferred tax assets:	11/30/12	2/29/12
Loss carryforwards	$ 5,761,000	$ 5,572,000
Allowance for doubtful accounts	1,000	35,000
Inventory allowance	920,000	690,000
Depreciation	(178,000)	68,000
Section 263A capitalized costs	663,000	494,000
Total deferred tax assets	7,167,000	6,859,000
Valuation allowance	(7,167,000)	(6,859,000)
Total net deferred taxes	$ 0	$ 0

Reconciliation of the U.S. federal statutory tax rate to the Company's effective tax rate

	11/30/12	2/29/12
U.S. federal statutory rate	34.0%	34.0%
Change in valuation allowance	(34.0)	(34.0)
Alternative minimum taxes	2.5	2.2
Effective income tax rate	2.5%	2.2%