# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION
**Washington, D.C. 20549**

# FORM 8-K

**CURRENT REPORT**
**Pursuant to Section 13 or 15(d) of**
**the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 18, 2011**

# ORION ENERGY SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

| Wisconsin | 01-33887 | 39-1847269 |
| --- | --- | --- |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

2210 Woodland Drive, Manitowoc, Wisconsin
(Address of principal executive offices, including zip code)

(920) 892-9340
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition.

On May 18, 2011, Orion Energy Systems, Inc. (the "Company") issued a press release announcing its quarterly and annual financial results for its fiscal 2011 fourth quarter and fiscal year ended March 31, 2011. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K. Also furnished as Exhibit 99.2 is certain supplemental information posted on the Company's website at www.oriones.com.

Item 9.01. Financial Statements and Exhibits.

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibits. The following exhibits are being furnished herewith:

(99.1) Press Release of Orion Energy Systems, Inc., dated May 18, 2011.

(99.2) Supplemental Financial Information.

## 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 hereunto duly authorized.

**ORION ENERGY SYSTEMS, INC.**

Date: May 18, 2011

By: /s/ Michael W. Harris
Michael W. Harris
Chief Financial Officer

ORION ENERGY SYSTEMS, INC.
FORM 8-K
EXHIBIT INDEX

| Exhibit Number | |
|---|---|
| (99.1) | Press Release of Orion Energy Systems, Inc., dated May 18, 2011. |
| (99.2) | Supplemental Financial Information |

**Exhibit 99.1**

**Orion Energy Systems, Inc. Announces Preliminary Fiscal 2011 Fourth Quarter and Full-Year Results**

**MANITOWOC, Wis. — May 18, 2011 (BUSINESS WIRE)** Orion Energy Systems, Inc. (NYSE Amex: OESX), a leading power technology enterprise, announced today preliminary financial results for its fiscal 2011 fourth quarter and full fiscal-year ended March 31, 2011.

Fourth Quarter of Fiscal 2011

For the fourth quarter of fiscal 2011, Orion reported preliminary revenues of $31.6 million under generally accepted accounting principles (GAAP), a 68% increase compared to $18.9 million for the fourth quarter of fiscal 2010. Total backlog at the end of the fourth quarter of fiscal 2011 was $7.8 million, which included $6.5 million of solar photovoltaic (PV) system orders, compared to $3.2 million at the end of the fourth quarter of fiscal 2010 and $8.6 million at the end of the third quarter of fiscal 2011. Orion generally expects the non-solar PV backlog to be recognized as GAAP revenue in the first quarter of fiscal 2012, with the portion of backlog relating to solar PV orders recognized within the first three quarters of fiscal 2012.

Contracted revenues for the fourth quarter of fiscal 2011 were $29.0 million, a 77% increase versus the prior year fiscal 2010 fourth quarter total of $16.4 million. Included in the $29.0 million were $25.4 million in cash orders and $3.6 million in financed contracts from Orion Throughput Agreements (OTAs). Prior year contracted revenues included $13.1 million in cash orders and $3.3 million in financed contracts from OTA agreements. See the section below titled "Definition and Reconciliation of Contracted Revenues" for details on how Orion defines contracted revenues.

For the fourth quarter of fiscal 2011, the Company reported preliminary GAAP net income of $1.8 million, or $0.08 per share, which included a favorable one-time tax benefit of $0.6 million, or $0.03 per share, from the conversion of incentive stock options to non-qualified stock options. For the fourth quarter of fiscal 2010, GAAP net loss was $(0.8 million), or $(0.04) per share.

Full Fiscal Year 2011

For the full fiscal year 2011, preliminary GAAP revenues were $89.7 million, an increase of 37% compared to $65.4 million for fiscal year 2010. For fiscal year 2011, Orion also reported contracted revenues of $103.9 million, a 41% increase compared to $73.9 million for fiscal year 2010. Included in the $103.9 million were $87.4 million in cash orders and $16.5 million in financed contracts from OTA and solar technology power purchase agreements (PPAs). Contracted revenues for fiscal 2010 included $62.2 million in cash orders and $11.7 million in financed contracts from OTAs and PPAs.

For fiscal year 2011, the Company reported preliminary GAAP net income of $1.2 million, or $0.05 per share, which includes the favorable one-time tax benefit of $0.6 million, or

$0.03 per share. For fiscal year 2010, GAAP net loss was $(4.2 million), or $(0.19) per share.

**Key Business Highlights**

During the fourth quarter of fiscal 2011:

- Orion increased the number of facilities retrofitted with its Compact Modular high-intensity fluorescent lighting technology to 6,807 as of the end of the fourth quarter fiscal 2011 (compared to 6,517 as of the end of the third quarter of fiscal 2011), representing 1.1 billion square feet of installed facilities.
- Total deployments of the InteLite® wireless controls increased to 603 customer locations, consisting of 72,526 dynamic control devices (or transceivers) and 573 control panels (compared to 65,839 transceivers and 551 control panels as of the end of the third quarter of fiscal 2011). The deployments represent 32.6 million square feet of installed facilities as of the end of the fourth quarter of fiscal 2011 (compared to 29.6 million square feet as of the end of the third quarter of fiscal 2011).
- Total Apollo® solar light pipes installed increased to 11,787 total units (compared to 8,952 total units as of the end of the third quarter 2011), representing 5.3 million square feet of installed facilities as of the end of the fourth quarter of fiscal 2011 (compared to 4.0 million square feet of installed facilities as of the end of the third quarter of fiscal 2011). The unit volumes represented the single largest quarter of shipments for Apollo® solar light pipes in the Company's history.
- As previously announced in February, Orion renewed a long-standing relationship with a third-party finance company to sell certain qualifying OTA contracts on a non-recourse basis. The finance company has taken over various back-office procedures relating to the underwriting, funding and servicing of qualifying OTA contracts, at a cost of capital that is expected to be consistent with rates that Orion has charged finance customers historically.
- OTA finance contracts entered into under a capital lease structure were $2.5 million during the fourth quarter of fiscal 2011, representing 70% of the total contracted revenue from OTAs. Orion generally expects these OTA contracted revenues to be recognized as GAAP revenue during the first quarter of fiscal 2012, although on a discounted net present value basis. Included in the $2.5 million were $0.4 million of commitments to purchase OTA capital leases by the third-party finance company.
- Orion also announced in recent months the key executive appointments of Richard Gaumer, CPA, CFE, to Executive Vice President of Operations, Michael Harris, CPA, to Chief Financial Officer, Scott Jensen, CPA, to Chief Accounting Officer, and James Jackson to Senior Vice President of Sales.

Neal Verfuerth, Chief Executive Officer of Orion commented, “We are pleased to report a second consecutive quarter of strong, double-digit revenue growth and the return to profitability for the full fiscal year 2011. Fiscal 2011 results show Orion’s business model is working, as unit shipments also increased at strong double-digit rates across all major product categories. The recent changes to the structure and funding of OTA finance contracts, along with a generally improving macroeconomic environment, position Orion to further improve upon its financial performance heading into fiscal 2012.”

“We continue to see a number of encouraging indicators in recent months that point toward a building pipeline of potential cash and OTA projects,” continued Mr. Verfuerth. “Orion is and will be investing in a number of sales and marketing initiatives during fiscal 2012 to capitalize on several growth opportunities. Our recent executive appointments in the sales, operations and finance areas of the business have rounded out a management team at Orion that will further facilitate the execution of our strategic growth plans.”

**Fiscal 2012 Outlook**

For fiscal 2012, the Company currently expects GAAP revenue to be between $112 million and $118 million. The Company’s expectation of GAAP earnings per share for fiscal 2012 is between $0.18 and $0.22 per diluted share.

The Company currently expects the forecasted ranges for other key financial-statement line items and metrics for fiscal 2012 to be as follows:

- Gross margin — 33.2% to 35.2%
- Operating margin — 7.0% to 8.0%
- Effective tax rate — approximately 40.0%
- Diluted share count — 23.9 to 24.7 million
- Capital spending (excluding operating leases) — $2.5 to $3.0 million
- Capital spending for equipment held under OTAs and PPAs — $1.8 to $2.4 million
- Depreciation and amortization — $3.9 to $4.5 million
- Stock-based compensation expense — $1.7 to $2.1 million

Historically, Orion has tended to experience revenue in the first quarter that represents the lowest or second-lowest quarterly revenue amount within any given fiscal year. Also, on a historical basis, the Company tends to experience a sequential decline in revenue during the first quarter of a fiscal year relative to the fourth quarter of the prior fiscal year. For the first quarter of fiscal 2012, the Company currently expects GAAP revenue to be between $20 million and $22 million and GAAP earnings per share to be between $(0.02) and $0.00.

The above guidance is based on the Company’s current expectations. These statements are forward-looking and actual results may differ materially. The Company assumes no obligation to publicly update or revise its outlook. Investors are reminded that actual results may differ, and may differ materially, from these estimates for the reasons described below under the caption “Safe Harbor Statement” and in the Company’s filings with the Securities and Exchange Commission.

**Cash, Debt and Liquidity Position**

Orion had $11.6 million in cash and cash equivalents and $1.0 million in short-term investments as of March 31, 2011, compared to $9.9 million and $1.0 million, respectively, at December 31, 2010. Total short and long-term debt was $5.4 million as of March 31, 2011, compared to $5.9 million at December 31, 2010. There were no borrowings outstanding under the Company’s revolving credit facility as of March 31, 2011, which has an availability of $13.3 million.

**Supplemental Information**

In conjunction with this press release, Orion has posted supplemental information on its website which further discusses the financial performance of the Company for the three and twelve months ended March 31, 2011. The purpose of the supplemental information is to provide further discussion and analysis of the Company’s financial results for the fourth quarter and fiscal year ended 2011. The supplemental information can be found in the Investor Relations section of Orion’s Web site at http://investor.oriones.com/events.cfm.

**Potential Change in Accounting for Certain Orion Throughput Agreements**

We are currently discussing with our independent registered public accounting firm whether GAAP would require us to account for our transactions under our historical Orion Throughput Agreements, or OTAs, as sales-type leases instead of our current accounting treatment of such transactions as operating leases. Our current method of accounting for our OTA transactions defers revenue recognition over the full five year-term of our OTA contracts, only recognizing revenue on a monthly basis as customer payments are due, while our upfront sales, general and administrative expenses related to these OTA contracts are recognized immediately. This is the reason that for several periods we also reported non-GAAP revenues and earnings per share that reflected immediate revenue recognition of such OTA transactions based on the present value of the expected cash flows from such OTA contracts.

If we reach a conclusion that GAAP would require our historical OTA contracts to be accounted for as sales-type leases, we plan to voluntarily submit such determination for confirmation with the Office of the Chief Accountant (OCA) of the Securities and Exchange Commission to ensure that the OCA does not object to our conclusion. While we hope to resolve this issue in the next three to four weeks, there is no assurance that such process could be completed in time to allow for a timely filing of our fiscal 2011 Annual Report on Form 10-K by its due date of June 9, 2011.

If we determine sales-type accounting treatment for our historical OTA contracts is appropriate, we may be required to restate our financial statements for fiscal 2010 (including each fiscal quarter therein) and/or for our first three quarters of fiscal 2011, as well as the currently reported preliminary results for the fourth quarter of fiscal 2011 and the full fiscal year 2011. In the event of a restatement, such prior financial statements could no longer be relied upon. Generally, any such change in accounting treatment and financial statement restatements is expected to result in:

- No impact to cash, cash equivalents, short-term investments and overall cash flow.
- An increase in GAAP revenue for the full fiscal years 2011 and 2010.
- An increase in GAAP net income and earnings per share for the full fiscal year 2011 and a reduction in GAAP net loss and loss per share for the full fiscal year 2010.

**Conference Call**

Orion will host a conference call on Wednesday, May 18, 2011 at 5:00 p.m. Eastern (4:00 p.m. Central/2:00 p.m. Pacific) to discuss details regarding its fiscal 2011 fourth quarter and fiscal year 2011 performance. Domestic callers may access the earnings conference call by dialing 877-754-5294 (international callers, dial 678-894-3013). Investors and other interested parties may also go to the Investor Relations section of Orion's Web site at http://investor.oriones.com/events.cfm for a live webcast of the conference call. To ensure a timely connection, it is recommended that users register at least 15 minutes prior to the webcast.

**Definition and Reconciliation of Contracted Revenues**

Orion defines contracted revenues, which is a financial measurement not recognized under GAAP, as contracted revenue from firm customer purchase orders received, including both purchase orders payable immediately in cash and for potential future revenues expected to be realized under firm OTAs and discounted potential future revenues under PPAs. These contracts are expected to be paid by the Company's customers over the life of the OTAs and solar PPAs. For OTA and cash contracted revenues, Orion generally expects that it will begin to recognize GAAP revenue under the terms of the agreements within 90 days from the firm contract date. For PPA contracted revenues, Orion generally expects that it will begin to recognize GAAP revenue under the terms of the PPAs within 180 days from the firm contract date. Orion believes that total contracted revenues are a key financial metric for evaluating and measuring the Company's performance because the measure is an indicator of the Company's success in its customers' adoption and acceptance of the Company's energy products and services as it measures firm contracted revenue value, regardless of the contract's cash or deferred financing structure and the related different GAAP revenue recognition treatment.

Orion's management uses the foregoing non-GAAP financial measurement to evaluate its ongoing operations and for internal planning, budgeting, forecasting and business management purposes. Accordingly, Orion believes it is useful for its investors to review, as applicable, information that both includes and excludes the expected future revenue from its OTAs and PPAs in order to assess the relative performance of Orion's business. Management includes within the Company's reported contracted revenues the impact of the future potential gross revenue from OTAs and the discounted future potential revenue from

PPAs because management believes that these adjustments reflect the increasing shift of customer purchasing decisions from cash purchases to the Company's OTA and PPA product purchase financing solution. A schedule that reconciles the Company's GAAP revenue and Non-GAAP contracted revenue is set forth below. Investors are encouraged to review this reconciliation to ensure that they have a thorough understanding of the reported non-GAAP financial measures and their most directly comparable GAAP financial measures.

In Orion's earnings releases, conference calls, slide presentations and/or webcasts, it may use or discuss non-GAAP financial measures as defined by SEC Regulation G. The GAAP financial measure most directly comparable to each non-GAAP financial measure used or discussed and a reconciliation of the differences between each non-GAAP financial measure and the comparable GAAP financial measure are included in this press release below. These non-GAAP financial measures are not prepared in accordance with GAAP. These measures may differ from the non-GAAP information, even where similarly titled, used by other companies and, therefore, should not be used to compare the Company's performance to that of other companies. There are significant limitations associated with the use of non-GAAP financial measures. The additional non-GAAP financial information presented below should be considered in conjunction with, and not as a substitute for or superior to, the financial information presented in accordance with GAAP.

Included below is a reconciliation of contracted revenues to revenues recognized under GAAP for the fiscal 2011 fourth quarter and fiscal year 2011 (in millions).

| | Three months ended March 31, 2011 | Twelve months ended March 31, 2011 |
|---|---|---|
| Total contracted revenues | $ 29.0 | $ 103.9 |
| Change in backlog (1) | 0.8 | (4.6) |
| Contracted revenue from OTAs and PPAs (2) | (3.6) | (16.5) |
| Sale of OTA contracts | 5.5 | 5.5 |
| OTA and PPA GAAP revenue | 0.7 | 2.4 |
| Other miscellaneous | (0.8) | (1.0) |
| Revenue — GAAP basis | $ 31.6 | $ 89.7 |

(1) Change in backlog reflects the (increase) or decrease in cash orders at the end of the respective period where product delivery or service performance has not yet occurred. GAAP revenue will be recognized when the performance conditions have been satisfied, typically within 90 days from the end of the period.

(2) Contracted revenues from OTAs and PPAs are subtracted to reconcile the GAAP revenue as recognition of GAAP revenue will occur in future periods.

**About Orion Energy Systems**

Orion Energy Systems, Inc. (NYSE Amex: OESX) is a leading power technology enterprise that designs, manufactures and deploys energy management systems — consisting primarily of high-performance, energy efficient lighting platforms, intelligent wireless control systems and direct renewable solar technology for commercial and industrial customers — without compromising their quantity or quality of light. Since December 2001, Orion's technology has benefitted its customers and the environment by reducing its customers:

- Energy demand by 638,626 kilowatts, or 15.5 billion kilowatt-hours;
- Energy costs by $1.2 billion; and
- Indirect carbon dioxide emission by 10.1 million tons.

**Safe Harbor Statement**

Certain matters discussed in this press release are "forward-looking statements" intended to qualify for the safe harbors from liability established by the Private Securities Litigation Reform Act of 1995. These forward-looking statements may generally be identified as such because the context of such statements will include words such as "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "should," "will," "would" or words of similar import. Similarly, statements that describe the Company's financial guidance or future plans, objectives or goals are also forward-looking statements. Such forward-looking statements are subject to certain risks and uncertainties that could cause results to differ materially from those expected, including, but not limited to, the following: (i) further deterioration of market conditions, including customer capital expenditure budgets; (ii) Orion's ability to compete in a highly competitive market and its ability to respond successfully to market competition; (iii) increasing duration of customer sales cycles; (iv) the market acceptance of Orion's products and services, including the increasing customer preferences to purchase the Company's products through its OTAs and PPAs rather than through cash purchases; (v) price fluctuations, shortages or interruptions of component supplies and raw materials used to manufacture Orion's products; (vi) loss of one or more key customers or suppliers, including key contacts at such customers; (vii) the increasing relative volume of the Company's product sales through its wholesale channel; (viii) a reduction in the price of electricity; (ix) the cost to comply with, and the effects of, any current and future government regulations, laws and policies; (x) increased competition from government subsidies and utility incentive programs; (xi) dependence on customers' capital budgets for sales of products and services; (xii) Orion's development of, and participation in, new product and technology offerings or applications; (xiii) legal proceedings, including the securities litigation pending against Orion; and (xiv) potential warranty claims. Shareholders, potential investors and other readers are urged to consider these factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on such forward-looking statements. The forward-looking statements made herein are made only as of the date of this press release and Orion undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise. More detailed information about factors that may affect our performance may be found in our filings with the Securities and Exchange Commission, which are available at http://www.sec.gov or at http://www.oriones.com in the Investor Relations section of our Web site.

**ORION ENERGY SYSTEMS, INC. AND SUBSIDIARIES**
**UNAUDITED PRELIMINARY CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS[1]**
**(in thousands, except share and per share amounts)**

| | Three Months Ended March 31, 2010 | Three Months Ended March 31, 2011 | Twelve Months Ended March 31, 2010 | Twelve Months Ended March 31, 2011 |
|---|---|---|---|---|
| Product revenue | $ 16,582 | $ 29,609 | $ 58,227 | $ 83,689 |
| Service revenue | 2,294 | 2,022 | 7,191 | 6,016 |
| Total revenue | 18,876 | 31,631 | 65,418 | 89,705 |
| Cost of product revenue | 10,901 | 20,862 | 38,628 | 56,428 |
| Cost of service revenue | 1,811 | 1,410 | 5,266 | 4,499 |
| Total cost of revenue | 12,712 | 22,272 | 43,894 | 60,927 |
| Gross profit | 6,164 | 9,359 | 21,524 | 28,778 |
| Operating expenses: | | | | |
| General and administrative | 3,479 | 2,789 | 12,836 | 11,431 |
| Sales and marketing | 3,420 | 3,616 | 12,596 | 13,740 |
| Research and development | 576 | 536 | 1,891 | 2,333 |
| Total operating expenses | 7,475 | 6,941 | 27,323 | 27,504 |
| Income (loss) from operations | (1,311) | 2,418 | (5,799) | 1,274 |
| Other income (expense): | | | | |
| Interest expense | (63) | (183) | (260) | (406) |
| Extinguishment of debt | 250 | — | 250 | — |
| Dividend and interest income | 21 | 13 | 269 | 32 |
| Total other income (expense) | 208 | (170) | 259 | (374) |
| Income (loss) before income tax | (1,103) | 2,248 | (5,540) | 900 |
| Income tax expense (benefit) | (278) | 479 | (1,350) | (298) |
| Net income (loss) | $ (825) | $ 1,769 | $ (4,190) | $ 1,198 |
| Basic net income (loss) per share | $ (0.04) | $ 0.08 | $ (0.19) | $ 0.05 |
| Weighted-average common shares outstanding | 22,254,668 | 22,827,016 | 21,844,150 | 22,678,411 |
| Diluted net income (loss) per share | $ (0.04) | $ 0.08 | $ (0.19) | $ 0.05 |
| Weighted-average common shares outstanding | 22,254,668 | 23,332,133 | 21,844,150 | 23,198,063 |

1 The Company is currently discussing with our independent registered public accounting firm whether GAAP would require us to account for our transactions under our historical Orion Throughput Agreements, or OTAs, as sales-type leases instead of our current accounting treatment of such transactions as operating leases. See the section above titled "Potential Change in Accounting for Certain Orion Throughput Agreements" for details on how the Company could potentially be required to restate its financial results.

The following amounts of stock-based compensation were recorded (in thousands):

| | Three Months Ended March 31, 2010 | Three Months Ended March 31, 2011 | Twelve Months Ended March 31, 2010 | Twelve Months Ended March 31, 2011 |
|---|---|---|---|---|
| Cost of product revenue | $ 59 | $ 71 | $ 222 | $ 187 |
| General and administrative | 137 | 142 | 539 | 560 |
| Sales and marketing | 221 | 146 | 691 | 523 |
| Research and development | 10 | 10 | 39 | 31 |
| Total | $ 427 | $ 369 | $ 1,491 | $ 1,301 |

**ORION ENERGY SYSTEMS, INC. AND SUBSIDIARIES**
**UNAUDITED PRELIMINARY CONDENSED CONSOLIDATED BALANCE SHEETS**
**(in thousands)**

| | March 31, 2010 | March 31, 2011 |
|---|---|---|
| **Assets** | | |
| Cash and cash equivalents | $ 23,364 | $ 11,560 |
| Short-term investments | 1,000 | 1,011 |
| Accounts receivable, net of allowances of $382 and $436 | 14,617 | 26,483 |
| Inventories, net | 25,991 | 29,507 |
| Deferred tax assets | — | — |
| Prepaid expenses and other current assets | 2,974 | 1,909 |
| Total current assets | 67,946 | 70,470 |
| Property and equipment, net | 30,500 | 33,975 |
| Patents and licenses, net | 1,590 | 1,620 |
| Deferred tax assets | 2,610 | 3,470 |
| Other long-term assets | 975 | 5,060 |
| Total assets | $ 103,621 | $ 114,595 |
| **Liabilities and Shareholders' Equity** | | |
| Accounts payable | $ 7,761 | $ 12,479 |
| Accrued expenses and other | 3,844 | 2,760 |
| Deferred tax liabilities | 44 | 406 |
| Current maturities of long-term debt | 562 | 1,137 |
| Total current liabilities | 12,211 | 16,782 |
| Long-term debt, less current maturities | 3,156 | 4,225 |
| Deferred revenue, long-term | 186 | 2,319 |
| Other long-term liabilities | 398 | 399 |
| Total liabilities | 15,951 | 23,725 |
| Additional paid-in capital | 122,515 | 124,407 |
| Shareholder notes receivable | — | (193) |
| Treasury stock | (32,011) | (31,708) |
| Accumulated deficit | (2,834) | (1,636) |
| Total shareholders' equity | 87,670 | 90,870 |
| Total liabilities and shareholders' equity | $ 103,621 | $ 114,595 |

**ORION ENERGY SYSTEMS, INC. AND SUBSIDIARIES**
**UNAUDITED PRELIMINARY CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**
**(in thousands)**

| | Fiscal Year Ended March 31, 2010 | 2011 |
|---|---|---|
| **Operating activities** | | |
| Net income (loss) | $ (4,190) | $ 1,198 |
| Adjustments to reconcile net income (loss) to net cash used in operating activities: | | |
| Depreciation and amortization | 3,072 | 4,191 |
| Stock-based compensation expense | 1,491 | 1,301 |
| Deferred income tax benefit | (1,425) | (497) |
| Gain (loss) on sale of assets | (16) | (13) |
| Change in allowance for notes and accounts receivable | 458 | 54 |
| Extinguishment of debt | (139) | — |
| Other | 48 | 51 |
| Changes in operating assets and liabilities: | | |
| Accounts receivable | (3,205) | (11,920) |
| Inventories | (6,409) | (3,516) |
| Prepaid expenses and other current assets | 268 | (859) |
| Accounts payable | (56) | 4,718 |
| Accrued expenses | 1,529 | (1,084) |
| **Net cash used in operating activities** | (8,574) | (6,376) |
| **Investing activities** | | |
| Purchase of property and equipment | (5,649) | (3,192) |
| Purchase of property and equipment leased to customers under operating leases | (4,795) | (4,306) |
| Purchase of short-term investments | — | (11) |
| Sale of short-term investments | 5,522 | — |
| Additions to patents and licenses | (299) | (157) |
| Proceeds from sales of long-term assets | — | — |
| Proceeds from disposal of equipment | 7 | 1 |
| **Net cash used in investing activities** | (5,214) | (7,665) |
| **Financing activities** | | |
| Payment of long-term debt | (805) | (2,077) |
| Proceeds from long-term debt | 200 | 3,721 |
| Proceeds from shareholder notes | — | 3 |
| Repurchase of common stock into treasury | (475) | — |
| Excess tax benefits from stock-based compensation | 80 | 143 |
| Deferred financing costs and offering costs | — | (57) |
| Proceeds from issuance of common stock | 1,989 | 504 |
| **Net cash provided by financing activities** | 989 | 2,237 |
| Net decrease in cash and cash equivalents | (12,799) | (11,804) |
| Cash and cash equivalents at beginning of period | 36,163 | 23,364 |
| Cash and cash equivalents at end of period | $ 23,364 | $ 11,560 |

Investor Relations Contact
Mike Harris
Chief Financial Officer
Orion Energy Systems
(920) 892-5412
mharris@oesx.com

**Exhibit 99.2**

**Orion Energy Systems, Inc**
**Supplemental Information**
**Fiscal 2011 Fourth Quarter and Twelve Months Ended March 31, 2011**
**May 18, 2011**

On May 18, 2011, Orion Energy Systems, Inc. issued an earnings press release announcing preliminary financial results for its fiscal 2011 fourth quarter and full fiscal-year ended March 31, 2011. The purpose of the supplemental information included below is to provide further discussion and analysis of the Company's preliminary financial results for the fourth quarter and twelve months ended March 31, 2011. Therefore, the accompanying information provided below should be read in conjunction with the earnings press release issued by the Company.

The Company is currently discussing with our independent registered public accounting firm whether GAAP would require us to account for our transactions under our historical Orion Throughput Agreements, or OTAs, as sales-type leases instead of our current accounting treatment of such transactions as operating leases. See the section within the earnings press release issued by the Company titled "Potential Change in Accounting for Certain Orion Throughput Agreements" for details on how the Company could potentially be required to restate its financial results.

**Statement of Operations**

***Contracted Revenue.*** Total contracted revenue increased from $16.4 million for the fiscal 2010 fourth quarter (which included $3.3 million of future potential revenue streams associated with OTAs) to $29.0 million for the fiscal 2011 fourth quarter (which included $3.6 million of future potential revenue streams associated with OTAs), an increase of $12.6 million, or 77%. The increase in contracted revenues was due to increased orders for renewable technologies through our Orion Engineered Systems division, increased order activity for our integrated lighting systems and, to a lesser extent, an increase in new customer OTA contracts completed.

Total contracted revenue increased from $73.9 million for the fiscal year 2010 (which included $10.0 million of future potential revenue streams associated with OTAs and $1.7 million of future potential revenue streams associated with PPAs) to $103.9 million for fiscal year 2011 (which included $14.6 million of future potential revenue streams associated with OTAs and $1.9 million of future potential revenue streams associated with PPAs), an increase of $30.0 million, or 41%. We attribute this improvement in contracted revenue to an increase in orders for renewable technologies through our Orion Engineered Systems division and an increase in new customer OTA contracts, along with increased order activity for our integrated lighting systems from an improved economic environment during the second half of fiscal 2011.

For the fourth quarter and fiscal year 2011, we recognized $0.7 million and $2.4 million, respectively, of revenue from completed OTAs under the operating lease structure. We recognized $0.9 million in revenue from completed OTA capital leases during each of the fourth quarter and fiscal year 2011. As of March 31, 2011, we had signed 66 customers to OTA operating leases representing future potential gross revenue streams of $7.7 million. In the future, we continue to expect an increase in the volume of OTAs as our customers continue to take advantage of our value proposition without incurring up-front capital cost. However, an increasing mix of OTA contracts is expected to come from the capital lease structure.

The total amount of potential future gross GAAP revenue to be recognized from OTA operating leases and the discounted potential future value of PPAs as of March 31, 2011 was $10.9 million, a decrease of 46% compared to the $20.0 million as of December 31, 2010. The roll-forward of potential future gross GAAP revenue from these financed contracts from December 31, 2010 to March 31, 2011 is as follows (in thousands):

| | |
|---|---|
| Future GAAP revenue expected to be recognized — December 31, 2010 | $ 19,968 |
| Q4 — Plus: New OTA contracted revenue (gross value) | 3,567 |
| Q4 — Less: New OTA contracted revenue — capital leases (gross value) | (2,487) |
| Q4 — Less: GAAP revenue recognized from converted OTAs to capital leases | (939) |
| Q4 — Less: GAAP revenue recognized from OTAs and PPAs — monthly operating leases | (708) |
| Q4 — Less: GAAP revenue recognized from sales of OTAs (net value) | (5,493) |
| Q4 — Less: Cost of capital and present value discounts from sales of OTAs | (1,825) |
| Q4 — Less: Partner rebate incentive pass-through (cumulative) | (1,224) |
| Future GAAP revenue expected to be recognized — March 31, 2011 | $ 10,859 |

The timing of expected future GAAP revenue recognition from OTA operating leases and PPAs (and resulting operating cash inflows), assuming that all renewal periods will be exercised over the term of the contracts, was as follows as of March 31, 2011 (in thousands):

| | |
|---|---|
| Fiscal 2012 | $ 2,345 |
| Fiscal 2013 | 2,379 |
| Fiscal 2014 | 2,071 |
| Fiscal 2015 | 1,658 |
| Thereafter | 2,406 |
| | $ 10,859 |

***Revenue.*** Product revenue increased from $16.6 million for the fiscal 2010 fourth quarter to $29.6 million for the fiscal 2011 fourth quarter, an increase of $13.0 million, or 79%. The increase in product revenue was a result of $5.9 million of revenue from sales of renewable solar PV systems through our Orion Engineered Systems division, $5.5 million of OTA contracts sold to a third-party finance company and overall increased sales of our HIF lighting systems to both our national account and wholesale customers. Product revenue increased from $58.2 million for the fiscal year 2010 to $83.7 million for the fiscal year 2011, an increase of $25.5 million, or 44%.

Service revenue decreased from $2.3 million for the fiscal 2010 fourth quarter to $2.0 million for the fiscal 2011 fourth quarter, a decrease of $0.3 million, or 13%. Service revenue decreased from $7.2 million for the fiscal year 2010 to $6.0 million for the fiscal year 2011, a decrease of $1.2 million, or 17%. The decrease in service revenue was a result of the continued percentage increase of total revenue to our wholesale channels where services are not provided.

***Backlog.*** Total cash order backlog as of March 31, 2011 was $7.8 million, which included $6.5 million of solar PV orders, compared to a backlog of $8.6 million as of December 31, 2010. We generally expect the non-solar PV backlog to be recognized as GAAP revenue in the first quarter of fiscal 2012, with the portion of backlog relating to solar PV orders recognized within the first three quarters of fiscal 2012. The roll-forward of cash backlog from December 31, 2010 to March 31, 2011 is as follows (in millions):

| | | |
|---|---|---|
| Backlog — December 31, 2010 | $ | 8.6 |
| Q4 — Plus: Cash orders | | 25.5 |
| Q4 — Less: GAAP revenue recognized | | (31.6) |
| Q4 — Plus: Portion of GAAP revenue recognized from OTAs and PPAs | | 7.1 |
| Q4 — Less: Other miscellaneous | | (1.8) |
| Backlog — December 30, 2010 | $ | 7.8 |

***Cost of Revenue and Gross Margin.*** Our cost of product revenue increased from $10.9 million for the fiscal 2010 fourth quarter to $20.9 million for the fiscal 2011 fourth quarter, an increase of $10.0 million, or 92%. Our cost of product revenue increased from $38.6 million for the fiscal year 2010 to $56.4 million for the fiscal year 2011, an increase of $17.8 million, or 46%.

Our cost of service revenues decreased from $1.8 million for the fiscal 2010 fourth quarter to $1.4 million for the fiscal 2011 fourth quarter, a decrease of $0.4 million, or 22%. Our cost of service revenue decreased from $5.3 million for the fiscal year 2010 to $4.5 million for the fiscal year 2011, a decrease of $0.8 million, or 15%.

Total overall gross margin decreased from 32.7% for the fiscal 2010 fourth quarter to 29.6% for the fiscal 2011 fourth quarter and decreased from 32.9% for the fiscal year 2010 to 32.1% for the fiscal year 2011. For the fiscal 2011 fourth quarter, our gross margins declined due to a higher mix of renewables revenue from our Orion Engineered Systems division and the impact from the OTA contracts sold during the quarter. Gross margin for the fiscal 2011 fourth quarter from renewables revenue was 22.6% and from OTA contracts sold was 20.4%. Gross margin from our HIF integrated systems revenue for the fiscal 2011 fourth quarter was 34.1%. For the fiscal year 2011, our decrease in gross margin versus the fiscal year 2010 was attributable to the aforementioned higher mix of renewables revenue and impact from the OTA contracts sold. These negative impacts were partially offset by cost containment efforts through the reduction of direct and indirect headcounts, improved production efficiencies resulting from the reengineering of our assembly process, negotiated price decreases on raw materials and reductions in discretionary spending.

***General and Administrative Expenses.*** Our general and administrative expenses decreased from $3.5 million for the fiscal 2010 fourth quarter to $2.8 million for the fiscal 2011 fourth quarter, a decrease of $0.7 million, or 20%. The decrease was a result of $0.5 million incurred during the fiscal 2010 fourth quarter for litigation-related expenses and $0.1 million for severance costs that did not recur in the fiscal 2011 fourth quarter, along with a $0.1 million overall reduction in consulting and legal expenses in the fiscal 2011 fourth quarter.

General and administrative expenses decreased from $12.8 million for the fiscal year 2010 to $11.4 million for the fiscal year 2011, a decrease of $1.4 million, or 11%. The decrease was a result of $0.5 million in reduced compensation costs resulting from headcount reductions and reduced severance payments, a $0.3 million reduction in bad debt expense from the prior year, a $0.2 million decrease in legal expenses, a $0.2 million decrease in consulting and auditing services and $0.2 million in discretionary spending reductions.

***Sales and Marketing Expenses.*** Our sales and marketing expenses increased from $3.4 million for the fiscal 2010 fourth quarter to $3.6 million for the fiscal 2011 fourth quarter, an increase of $0.2 million, or 6%. The increase was a result of increased costs for headcount additions and increased travel for customer site visits.

Sales and marketing expenses increased from $12.6 million for the fiscal year 2010 to $13.7 million for the fiscal year 2011, an increase of $1.1 million, or 9%. The increase was a result $0.5 million in increased travel costs for customer site visits, a $0.2 million increase in compensation costs related to headcount additions during the year, a $0.2 million in business development expenses related to our efforts to expand our partner channels, a $0.1 million increase for advertising and marketing expenses and $0.1 million for additional technology costs. Total sales and marketing headcount was at 85 both at March 31, 2011 and March 31, 2010.

***Research and Development Expenses.*** Our research and development expenses decreased from $0.6 million for the fiscal 2010 fourth quarter to $0.5 million for the fiscal 2011 fourth quarter, a decrease of $0.1 million, or 17%. Expenses incurred within the fiscal 2011 fourth quarter related to compensation costs for the development and support of new products, depreciation expenses for lab and research equipment and sample and testing costs related to our light emitting diode, or LED, product initiatives.

Research and development expenses increased from $1.9 million for the fiscal year 2010 to $2.3 million for the fiscal year 2011, an increase of $0.4 million, or 21%. The increase in expense for fiscal 2011 was due to increased spending on the development of new product offerings, including our new exterior lighting and our LED product initiatives. We also incurred expenses improving our existing energy management control solutions, including our recent improvements to our dynamic control devices.

***Interest Expense.*** Our interest expense increased from $63,000 for the fiscal 2010 fourth quarter to $183,000 for the fiscal 2011 fourth quarter, an increase of $120,000, or 190%. Our interest expense increased from $260,000 for the fiscal year 2010 to $406,000 for the fiscal year 2011, an increase of $146,000, or 56%. The increase in interest expense for the fiscal 2011 fourth quarter and full fiscal year 2011 was due to additional debt funding completed during fiscal 2011 for the purpose of financing our OTA projects.

***Interest Income.*** Interest income decreased from $21,000 for the fiscal 2010 fourth quarter to $13,000 for the fiscal 2011 fourth quarter, a decrease of $8,000 or 38%. Interest income decreased from $0.3 million for the fiscal year 2010 to $31,000 for the fiscal year 2011, a decrease of $0.2 million or 67%. The decrease in investment income was a result of less cash invested and a decrease in interest rates on our short-term investments.

***Income Taxes.*** Our income tax expense increased from a benefit of $0.3 million for the fiscal 2010 fourth quarter to income tax expense of $0.5 million for the fiscal 2011 fourth quarter. Our income tax benefit decreased from a benefit of $1.4 million for the fiscal year 2010 to a benefit of $0.3 million for the fiscal year 2011. Our effective income tax rate for the fiscal year 2010 was a benefit rate of 24.4%, compared to a benefit rate of 33.1% for the fiscal year 2011.

During the fourth quarter of fiscal 2011, we converted almost all of our existing incentive stock options (ISOs) to non-qualified stock options (NQSOs). This conversion was applied retrospectively allowing us to benefit $0.6 million of income tax expense related to non-deductible ISO stock compensation expense that was previously deferred for income tax purposes. The conversion reduced our effective tax rate for the fourth quarter of fiscal 2011 to 21.3% from a pre-conversion rate of 48.6% and for the full fiscal year to a benefit rate of 33.1% from a pre-conversion income tax expense rate of 35.5%. The conversion of ISOs to NQSOs will greatly reduce the effective tax rate volatility that we have historically experienced at nominal pre-tax earnings levels. The change in tax rate versus the prior fiscal year is due to the difference between taxable losses during fiscal 2010 and the related impact of the non-deductible stock compensation expense and taxable income during fiscal 2011, along with the impact of federal credits available to us.

**Statement of Cash Flows**

***Cash Flows Related to Operating Activities.*** Cash used in operating activities primarily consists of net income (loss) adjusted for certain non-cash items including depreciation and amortization, stock-based compensation expenses, income taxes and the effect of changes in working capital and other activities.

Cash used in operating activities for the fiscal year 2011 was $6.4 million and consisted of net cash of $12.7 million used for working capital purposes offset by net income of $1.2 million and adjusted for non-cash expense items of $5.1 million. Cash used for working capital consisted of an increase of $11.9 million in accounts receivable due to the increase in revenue and a $3.5 million increase in inventory for purchases described in the section below titled "Working Capital." Cash provided by working capital included a $4.7 million increase in accounts payable related to payment terms on inventory purchases during the fiscal 2011 fourth quarter.

Cash used in operating activities for the fiscal year 2010 was $8.6 million and consisted of net cash of $7.9 million used for working capital purposes and a net loss of $4.2 million, offset by non-cash expense items of $3.5 million. Cash used for working capital purposes consisted of an increase of $3.2 million in trade receivables and a $6.4 million increase in inventories resulting from purchases of ballast and wireless component inventories. We increased our level of inventory for these components due to longer lead times and supply availability concerns for inventory components shipping out of Asia. These amounts were offset by an increase of $1.5 million in accrued expenses resulting from increases in accrued severance costs, increases in accrued legal expenses and increased deposit payments for OTA contracts.

***Cash Flows Related to Investing Activities.*** For the fiscal year 2011, cash used in investing activities was $7.7 million. This included a net $4.3 million invested in equipment related to our OTA and PPA finance programs, $3.2 million for capital improvements related to our information technology systems, renewable technologies, manufacturing and tooling improvements and facility investments and $0.2 million for patent investments.

For the fiscal year 2010, cash used in investing activities was $5.2 million. This included $5.6 million for capital expenditures related to our technology center, operating software systems, and processing equipment for capacity and cost improvement measures, $4.8 million for equipment related to our OTA and PPA finance programs and $0.3 million for investment into patents. These amounts were partially offset by cash provided from the maturation of short-term investments of $5.5 million.

***Cash Flows Related to Financing Activities.*** For the fiscal year 2011, cash flows provided by financing activities was $2.2 million. This included $3.7 million in new debt borrowings to fund OTA and capital projects, $0.5 million received from stock option and warrant exercises and $0.1 million for excess tax benefits from stock based compensation. Cash flows used in financing activities included $2.0 million for repayment of long-term debt and $0.1 million for costs related to our new credit agreement.

For the fiscal year 2010, cash flows provided by financing activities was $1.0 million. This included proceeds of $2.0 million received from stock option and warrant exercises, $0.2 million for proceeds from long-term debt and $0.1 million for excess tax benefits from stock based compensation, offset by cash flows used in financing activities, which included $0.5 million for common share repurchases and $0.8 million used for the repayment of long-term debt.

**Working Capital**

Our net working capital as of March 31, 2011 was $53.7 million, consisting of $70.5 million in current assets and $16.8 million in current liabilities. Our net working capital as of March 31, 2010 was $55.7 million, consisting of $67.9 million in current assets and $12.2 million in current liabilities. Our accounts receivables have increased from our prior fiscal year end by $11.9 million as a result of our increased revenues during the second half of fiscal year 2011, as well as an increase in finance receivables related to OTA contracts. Our inventories have increased from our fiscal 2010 year end by $3.5 million due to an increase in the level of our wireless control inventories of $1.4 million based upon our wireless control initiatives and a $2.6 million increase in ballast component inventories to avoid potential supply disruptions. The vast majority of our wireless components are assembled overseas and require longer delivery lead times. In addition, overseas suppliers require deposit payments at time of purchase order.

During the fiscal year 2011, we continued to increase our inventory levels of key electronic components, specifically electronic ballasts, to avoid potential shortages and customer service issues as a result of lengthening supply lead times and product availability issues. We continue to monitor supply side concerns within the electronic components market and believe that our current inventory levels are sufficient to protect us against the risk of being unable to deliver product as specified by our customers' requirements. We are continually monitoring supply side concerns through conversations with our key vendors and currently believe that supply availability concerns appear to have moderated, but have not diminished to the point where we anticipate reducing safety stock to the levels that existed prior to the electrical components supply issues. We also remained concerned that the recent tragic events in Japan could lead to additional supply chain disruptions of these important electronic components.

We generally attempt to maintain at least a three-month supply of on-hand inventory of purchased components and raw materials to meet anticipated demand, as well as to reduce our risk of unexpected raw material or component shortages or supply interruptions. Our accounts receivables, inventory and payables may increase to the extent our revenue and order levels increase.

**Capital Spending**

We spent $3.2 million on capital expenditures during the fiscal year 2011 on information technologies, renewable energy-related investments and other tooling and equipment for new products and cost improvements in our manufacturing facility. We expect to incur $2.5 to $3.0 million in capital expenditures during the fiscal year 2012, excluding capital to support OTA contracts under the operating lease structure. Our capital spending plans predominantly consist of further cost improvements in our manufacturing facility, improvements to our building and headquarters, new product development and investment in information technology systems. We consider the completion of our information systems critical to our long-term success and our ability to ensure a strong control environment over financial reporting and operations. We expect to finance these capital expenditures primarily through our existing cash, equipment secured loans and leases, to the extent needed, long-term debt financing, or by using our available capacity under our credit facility.

**Definition of Contracted Revenues**

Orion defines contracted revenues, which is a financial measurement not recognized under GAAP, as contracted revenue from firm customer purchase orders received, including both purchase orders payable immediately in cash and for potential future revenues expected to be realized under firm OTAs and discounted potential future revenues under PPAs. These contracts are expected to be paid by the Company’s customers over the life of the OTAs and solar PPAs. For OTA and cash contracted revenues, Orion generally expects that it will begin to recognize GAAP revenue under the terms of the agreements within 90 days from the firm contract date. For PPA contracted revenues, Orion generally expects that it will begin to recognize GAAP revenue under the terms of the PPAs within 180 days from the firm contract date. Orion believes that total contracted revenues are a key financial metric for evaluating and measuring the Company’s performance because the measure is an indicator of the Company’s success in its customers’ adoption and acceptance of the Company’s energy products and services as it measures firm contracted revenue value, regardless of the contract’s cash or deferred financing structure and the related different GAAP revenue recognition treatment.

Included below is a reconciliation of contracted revenues to revenues recognized under GAAP for the fiscal 2011 fourth quarter and fiscal-year ended March 31, 2011 (in millions).

| | Three months ended March 31, 2011 | Twelve months ended March 31, 2011 |
|---|---|---|
| Total contracted revenues | $ 29.0 | $ 103.9 |
| Change in backlog (1) | 0.8 | (4.6) |

| | Three months ended March 31, 2011 | Twelve months ended March 31, 2011 |
|---|---|---|
| Contracted revenue from OTAs and PPAs (2) | (3.6) | (16.5) |
| Sale of OTA contracts | 5.5 | 5.5 |
| OTA and PPA GAAP revenue | 0.7 | 2.4 |
| Other miscellaneous | (0.8) | (1.0) |
| Revenue — GAAP basis | $ 31.6 | $ 89.7 |

(1) Change in backlog reflects the (increase) or decrease in cash orders at the end of the respective period where product delivery or service performance has not yet occurred. GAAP revenue will be recognized when the performance conditions have been satisfied, typically within 90 days from the end of the period.

(2) Contracted revenues from OTAs and PPAs are subtracted to reconcile the GAAP revenue as recognition of GAAP revenue will occur in future periods.

**Safe Harbor Statement**

Certain matters discussed in this supplemental information are “forward-looking statements” intended to qualify for the safe harbors from liability established by the Private Securities Litigation Reform Act of 1995. These forward-looking statements may generally be identified as such because the context of such statements will include words such as “anticipate,” “believe,” “could,” “estimate,” “expect,” “intend,” “may,” “plan,” “potential,” “predict,” “project,” “should,” “will,” “would” or words of similar import. Similarly, statements that describe the Company’s financial guidance or future plans, objectives or goals are also forward-looking statements. Such forward-looking statements are subject to certain risks and uncertainties that could cause results to differ materially from those expected, including, but not limited to, the following: (i) further deterioration of market conditions, including customer capital expenditure budgets; (ii) Orion’s ability to compete in a highly competitive market and its ability to respond successfully to market competition; (iii) increasing duration of customer sales cycles; (iv) the market acceptance of Orion’s products and services, including the increasing customer preferences to purchase the Company’s products through its OTAs and PPAs rather than through cash purchases; (v) price fluctuations, shortages or interruptions of component supplies and raw materials used to manufacture Orion’s products; (vi) loss of one or more key customers or suppliers, including key contacts at such customers; (vii) the increasing relative volume of the Company’s product sales through its wholesale channel; (viii) a reduction in the price of electricity; (ix) the cost to comply with, and the effects of, any current and future government regulations, laws and policies; (x) increased competition from government subsidies and utility incentive programs; (xi) dependence on customers’ capital budgets for sales of products and services; (xii) Orion’s development of, and participation in, new product and technology offerings or applications; (xiii) legal proceedings, including the securities litigation pending against Orion; and (xiv) potential warranty claims. Shareholders, potential investors and other readers are urged to consider these factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on such forward-looking statements. The forward-looking statements made herein are made only as of the date of this supplemental information and Orion undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise. More detailed information about factors that may affect our performance may be found in our filings with the Securities and Exchange Commission, which are available at http://www.sec.gov or at http://www.oriones.com in the Investor Relations section of our Web site.