SUNOCO INC
Form 4
March 11, 2010

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
KAISER JAMES G

(Last) (First) (Middle)

1735 MARKET STREET

(Street)

PHILADELPHIA, PA 19103-7583

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
SUNOCO INC [SUN]

3. Date of Earliest Transaction (Month/Day/Year)
03/10/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/10/2010		J (1)		1,221	A	$ 27.657	26,444.395	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Share Units	(2)	03/10/2010		A		81.821		(3)	(3)	Common Stock	81.821	$ 2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAISER JAMES G 1735 MARKET STREET PHILADELPHIA, PA 19103-7583	X			

Signatures

/s/ Louisa K. Cresson, Attorney-in-Fact	03/11/2010
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Granted pursuant to Rule 16b-3(d)(1).

(2) Conversion rate is 1 for 1.

(3) Not Applicable

(4) Total of 15,167.993 Restricted Share Units beneficially owned following reported transaction (12,631.495 Restricted Share Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan I and 2,536.498 Restricted Share Units under Sunoco, Inc.'s Directors' Deferred Compensation Plan II).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. /font>

2,095

—

$

—

$
164,391,585

$
(25,106,641
)

$
331,068

$
139,618,107

Components of comprehensive loss

Unrealized loss on investments

—

—

—

—

—

—

(334,080
)

(334,080
)
Net loss

—

—

—

—

—

(20,922,717
)

—

(20,922,717
)
Total comprehensive loss

—

(21,256,797

)

Exercise of stock options (1/09 - 12/09 @ $0.10, $2.76 & $4.25)

105,169

10

—

—

339,606

—

—

339,616

Proceeds from private placement: Common stock (10/09 @ $6.50)

769,230

77

—

—

4,999,918

—

—

4,999,995

Explanation of Responses:

Proceeds from public offering (10/09 @ $6.50)

4,615,385

461

—

—

29,999,542

—

—

30,000,003

Costs of public offering

—

—

—

—

(2,062,866
)

—

—

(2,062,866
)
Issuance of Restricted Stock

147,679

15

—

—

(15
)

—

—

—

Stock based compensation

—

—

—

—

2,676,957

—

—

2,676,957

Balance, December 31, 2009

Explanation of Responses:

26,583,845

$
2,658

—

$
—

$
200,344,727

$
(46,029,358
)

$
(3,012
)

$
154,315,015

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

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ASCENT SOLAR TECHNOLOGIES, INC.
(A Development Stage Company)

STATEMENTS OF STOCKHOLDERS' EQUITY AND COMPREHENSIVE INCOME (LOSS)
(Continued)
For the Period from Inception (October 18, 2005) through December 31, 2011

	Common Stock		Preferred Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Total Stockholders' Equity
	Shares	Amount	Shares	Amount				
Balance, December 31, 2009	26,583,845	$2,658	—	$—	$200,344,727	$(46,029,358)	$(3,012)	$154,315,015
Components of comprehensive loss								
Unrealized loss on investments	—	—	—	—	—	—	2,786	2,786
Net loss	—	—	—	—	—	(31,233,718)	—	(31,233,718)
Total comprehensive loss								(31,230,932)
Proceeds from public offering (11/11 @ $4.15)	5,250,000	525	—	—	21,786,975	—	—	21,787,500
Costs of public offering	—	—	—	—	(1,409,937)	—	—	(1,409,937)
Exercise of stock options (1/10 - 12/10 @ $0.10, $2.90, $2.73, $2.76 & $3.17)	161,330	16	—	—	390,985	—	—	391,001
Issuance of Restricted Stock	270,412	27	—	—	(27)	—	—	—
Stock based compensation	—	—	—	—	2,713,468	—	—	2,713,468
Balance, December 31, 2010	32,265,587	$3,226	—	$—	$223,826,191	$(77,263,076)	$(226)	$146,566,115
Components of comprehensive loss								
Unrealized loss on investments	—	—	—	—	—	—	1,245	1,245
Net loss	—	—	—	—	—	(105,743,860)	—	(105,743,860)
Total comprehensive loss								(105,742,615)
	6,400,000	640	—	—	7,359,360	—	—	7,360,000

Proceeds from private offering (8/11 @ $1.15)								
Costs of private offering	—	—	—	—	(123,973)	—	—	(123,973)
Net Proceeds from At-The-Market offering sales (10/11 - 11/11, $0.81 - $0.83)	386,050	39	—	—	305,745	—	—	305,784
Exercise of stock options (1/11 - 9/11 @ $0.10)	57,000	6	—	—	5,694	—	—	5,700
Issuance of Common Stock to service provider (5/11 @ $1.31)	45,000	5	—	—	58,945	—	—	58,950
Issuance of Restricted Stock	191,822	19	—	—	(19)	—	—	—
Stock based compensation	—	—	—	—	1,572,607	—	—	1,572,607
Balance, December 31, 2011	39,345,459	$3,935	—	$—	$233,004,550	$(183,006,936)	$1,019	$50,002,568

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

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ASCENT SOLAR TECHNOLOGIES, INC.
(A Development Stage Company)

STATEMENTS OF CASH FLOWS

	For the Years Ended December 31, 2011	2010	2009	For the Period from inception (October 18, 2005) through December 31, 2011
Operating Activities:				
Net loss	$(105,743,860)	$(31,233,718)	$(20,922,717)	$ (183,006,936)
Adjustments to reconcile net loss to cash used in operating activities:				
Depreciation and amortization	7,541,962	6,690,601	2,582,706	18,347,024
Stock based compensation	1,572,607	2,713,468	2,676,957	11,887,377
Common stock issued for services	58,950	—	—	58,950
Foreign currency transaction gain (loss)	(145,940)	180,621	(586,555)	(595,799)
Realized gain (loss) on forward contracts	(63,915)	—	1,128,326	1,430,766
Unrealized gain on forward contracts	—	—	(766,403)	—
Charge off of deferred financing costs to interest expense	—	—	—	198,565
Charge off of bridge loan discount to interest expense	—	—	—	800,000
Impairment loss	78,000,000	1,769,480	—	79,769,480
Contract cancellation loss	590,774	—	—	590,774
Changes in operating assets and liabilities:				
Accounts receivable	142,939	(351,180)	202,389	(342,087)
Related party receivables	2,524	19,046	(21,570)	—
Inventories	(592,289)	(1,638,025)	(238,809)	(2,469,123)
Prepaid expenses and other current assets	123,724	68,472	167,868	(386,624)
Accounts payable	(433,844)	399,893	427,143	658,605
Related party payable	(53,808)	(141,917)	(67,327)	229
Accrued expenses	(691,346)	(341,024)	1,205,431	1,119,505
Deferred contract revenue	(250,705)	250,705	—	—
Warranty reserve	10,760	15,900	—	26,660
Net cash used in operating activities	(19,931,467)	(21,597,678)	(14,212,561)	(71,912,634)
Investing Activities:				
Purchases of available-for-sale-securities	(28,215,821)	(38,601,173)	(143,989,514)	(906,480,255)
Maturities and sales of available for-sale securities	33,087,378	59,906,220	157,003,665	893,865,178
Purchase of property, plant and equipment	(9,681,565)	(5,576,874)	(7,049,400)	(48,571,392)
Deposits on manufacturing equipment	—	(5,388,160)	(38,566,459)	(79,883,404)
Restricted cash for manufacturing equipment	1,832,297	(3,259,350)	2,300,000	(1,427,053)
Patent activity costs	(60,408)	(98,084)	(34,365)	(312,076)
Deposit on Building	—	—	—	(100,000)
Net cash provided by (used in) investing activities	(3,038,119)	6,982,579	(30,336,073)	(142,909,002)
Financing Activities:				

Proceeds from bridge loan financing	—	—	—	1,600,000
Repayment of bridge loan financing	—	—	—	(1,600,000)
Payment of debt financing costs	—	—	—	(273,565)
Payment of equity offering costs	—	(1,409,937)	(2,062,866)	(10,302,040)
Proceeds from debt	—	—	262,948	7,700,000
Repayment of debt	(582,257)	(217,463)	(187,151)	(1,186,871)
Repayment of debt—related party	—	(350,000)	—	(350,000)
Proceeds from shareholder under Section 16(b)	—	—	—	148,109
Proceeds from issuance of stock and warrants	7,547,511	22,178,501	35,339,614	230,433,016
Redemption of Class A warrants	—	—	—	(48,128)
Net cash provided by financing activities	6,965,254	20,201,101	33,352,545	226,120,521
Net change in cash and cash equivalents	(16,004,332)	5,586,002	(11,196,089)	11,298,885
Cash and cash equivalents at beginning of period	27,303,217	21,717,215	32,913,304	—
Cash and cash equivalents at end of period	$11,298,885	$27,303,217	$21,717,215	$ 11,298,885
Supplemental Cash Flow Information:				
Cash paid for interest	$113,471	$—	$—	$ 113,895
Cash paid for income taxes	$—	$—	$—	$ —
Non-Cash Transactions:				
Note with ITN and related capital expenditures	$—	$1,100,000	$—	$ 1,100,000
ITN initial contribution of assets for equity	$—	$—	$—	$ 31,200

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

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ASCENT SOLAR TECHNOLOGIES, INC.
(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS

NOTE 1. ORGANIZATION

Ascent Solar Technologies, Inc. (“Ascent” or “the Company”) was incorporated on October 18, 2005 from the separation by ITN Energy Systems, Inc. (“ITN”) of its Advanced Photovoltaic Division and all of that division’s key personnel and core technologies. ITN, a private company incorporated in 1994, is an incubator dedicated to the development of thin-film, photovoltaic (“PV”), battery, fuel cell and nano technologies. Through its work on research and development contracts for private and governmental entities, ITN developed proprietary processing and manufacturing know-how applicable to PV products generally, and to Copper-Indium-Gallium-diSelenide (“CIGS”) PV products in particular. ITN formed Ascent to commercialize its investment in CIGS PV technologies. In January 2006, in exchange for 1,028,000 shares of common stock of Ascent, ITN assigned to Ascent certain CIGS PV technologies and trade secrets and granted to Ascent a perpetual, exclusive, royalty-free worldwide license to use, in connection with the manufacture, development, marketing and commercialization of CIGS PV to produce solar power, certain of ITN’s existing and future proprietary and control technologies that, although non-specific to CIGS PV, Ascent believes will be useful in its production of PV modules for its target markets. Upon receipt of the necessary government approvals and pursuant to novation in early 2007, ITN assigned government-funded research and development contracts to Ascent and also transferred the key personnel working on the contracts to Ascent. Today, ITN provides Ascent a limited amount of technical services.

NOTE 2. BASIS OF PRESENTATION

The Company’s activities to date have consisted substantially of raising capital, research and development, establishment and development of our production plant. Revenues to date have been primarily generated from the Company’s governmental research and development contracts and have not been significant. The Company’s planned principal operations to commercialize flexible photovoltaic ("PV") modules have commenced, but have generated limited revenue to date. Accordingly, the Company is considered to be in the development stage and has provided additional disclosure of inception to date activity in our Statements of Operations, Statements of Stockholders’ Equity and Comprehensive Income (Loss) and Statements of Cash Flows.

NOTE 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Cash Equivalents: The Company classifies all highly liquid debt securities purchased with an original maturity of three months or less to be cash equivalents. The Company maintains cash balances which may exceed federally insured limits. The Company does not believe that this results in significant credit risk.

Restricted Cash: The Company classifies all cash or cash items that are legally restricted to usage or withdrawal as restricted cash. If such funds are to be used to acquire non-current assets or to liquidate long-term liabilities, they shall be classified as long-term in the Balance Sheets. Funds restricted for the payment of interest, current maturities of debt or other current liabilities shall be classified as current.

Investments: The Company has classified its investments as “available-for-sale.” Such investments are carried at fair value, based on quoted market prices with the unrealized holding gains and losses reported as “Accumulated other comprehensive income (loss)” in the stockholders’ equity section of the Balance Sheets. Realized gains and losses on sales of securities are computed using the specific identification method. The Company evaluates declines in market value for potential impairment. If the decline results in a value below cost and is determined to be other than temporary, the investment is written down to its impaired value and a new cost basis is established.

Fair Value Estimates: The fair value of an asset or liability is the amount at which it could be exchanged or settled in a current transaction between willing parties. The Company has recorded investments at fair value and has classified them as Level 1, 2 or 3 within the fair value hierarchy. Fair values determined by Level 1 inputs utilize quoted prices in active markets for identical assets or liabilities. Fair values determined by Level 2 inputs utilize data points that are observable such as quoted prices and other inputs that can be corroborated by observable market data. Fair values determined by Level 3 inputs utilize unobservable data points for the asset or liability.

In addition to the items measured at fair value on a recurring basis, in conjunction with the significant impairment loss taken in 2011, the Company also measured certain property, plant and equipment at fair value on a nonrecurring basis.

These fair value measurements rely primarily on Company-specific inputs and the Company's assumptions about the use of the assets, as observable inputs are not available. Accordingly, the Company determined that these fair value measurements reside primarily within Level 3 of the fair value hierarchy. The carrying value for cash and cash equivalents, restricted cash, accounts

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receivable, accounts payable, accrued property plant, and equipment, accrued expenses and other assets and liabilities approximate their fair values due to their short maturities.

Foreign Currencies: Bank account balances held in foreign currencies are translated to U.S. dollars utilizing the period end exchange rate. Gains or losses incurred in connection with the Company's accounts held in foreign currency are recorded within foreign currency transaction gain (loss) in "Other Income/(Expense)" on the Statements of Operations.

Revenue Recognition: Revenue from governmental research and development contracts is generated under terms that are cost plus fee or firm fixed price. Revenue from cost plus fee contracts is recognized as costs are incurred on the basis of direct costs plus allowable indirect costs and an allocable portion of the fixed fee. Revenue from firm fixed price contracts is recognized under the percentage-of-completion method of accounting, with costs and estimated profits included in contract revenue as work is performed. If actual and estimated costs to complete a contract indicate a loss, provision is made currently for the loss anticipated on the contract. Revenue from commercial sales of flexible PV modules is recognized as modules are delivered and title has transferred to the customer. Product revenue through December 31, 2011 is included in research and development revenue as the Company is in the development stage and such revenues (totaling $538,005 for the year ended December 31, 2011) were generated from a limited number of customers as the product is being brought to market.

Shipping and Handling Costs: The Company classifies shipping and handling costs for solar modules shipped to our customers as a component of "Research and development costs" on the Company's Statements of Operations. Customer payments of shipping and handling costs are recorded as a component of "Revenues."

Deferred Contract Revenue: Deferred contract revenue is generated from governmental research and development contracts. The amount deferred represents billings in excess of costs incurred on firm fixed price deliverables. As of December 31, 2011 and 2010, deferred contract revenue was $0 and $250,705, respectively. Amounts classified in deferred contract revenue are expected to be recognized within one year of the Balance Sheet date.

Receivables and Allowance for Doubtful Accounts: Trade accounts receivable are recorded at the invoiced amount as the result of transactions with customers. The Company maintains allowances for doubtful accounts for estimated losses resulting from the inability of its customers to make required payments. The Company estimates the collectability of accounts receivable using analysis of historical bad debts, customer credit-worthiness and current economic trends. Necessary reserves are established on an account-by-account basis. Account balances are written off against the allowance in the period in which the Company determines that is it probable that the receivable will not be recovered.

Product Warranties: The Company provides a limited warranty to the original purchaser of products against defective materials and workmanship. The Company also guarantees modules will achieve and maintain the stated conversion efficiency rating. Warranty accruals are recorded at the time of sale and are estimated based upon product warranty terms, historical experience and analysis of peer company product returns. The Company assesses the adequacy of its liabilities and makes adjustments as necessary based on known or anticipated warranty claims, or as new information becomes available.

Patents: At such time as the Company is awarded patents, patent costs are amortized on a straight-line basis over the legal life on the patents, or over their estimated useful lives, whichever is shorter. As of December 31, 2011, the Company had $308,785 of net patent costs, of which $103,595 represents costs net of amortization incurred for awarded patents, and the remaining $205,190 represents costs incurred for patent applications to be filed. Amortization expense was $11,062 for the year ended December 31, 2011 and $5,675 the year ended December 31, 2010.

Inventories: All inventories are stated at the lower of cost or market, with cost determined using the weighted average method. Elements of cost include raw material acquisition and conversion costs, an allocated portion of indirect production costs, inventory maintenance costs and depreciation and amortization. When plant capacity is significantly underutilized, allocated costs included in inventories are based on a normal level of activity, with the excess costs charged to expense in the period incurred.

Inventory balances are frequently evaluated to ensure that they do not exceed net realizable value. The computation for net realizable value takes into account many factors, including expected demand, product lifecycle and development plans, module efficiency, quality issues, obsolescence and others. If actual demand and market conditions are less favorable than those estimated by management, additional inventory write-downs may be required. The Company's inventories have a long life cycle and obsolescence is not a significant factor in their valuation. During the year ended December 31, 2011, the Company recognized a lower of cost or market adjustment on certain raw materials in the amount of $609,179. This expense is included within "Research and development" expense in the Condensed Statements of Operations.

Property, Plant and Equipment: Property, plant and equipment are recorded at the original cost to the Company. Assets are being depreciated over estimated useful lives of three to forty years using the straight-line method, as presented in the table

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below, commencing when the asset is placed in service. Leasehold improvements are depreciated over the shorter of the remainder of the lease term or the life of the improvements. Upon retirement or disposal, the cost of the asset disposed of and the related accumulated depreciation are removed from the accounts and any gain or loss is reflected in income. Expenditures for repairs and maintenance are expensed as incurred.

	Useful Lives in Years
Buildings	40
Manufacturing machinery and equipment	5 - 10
Furniture, fixtures, computer hardware/software	3 - 7
Leasehold improvements	life of lease

Interest Capitalization: The Company capitalizes interest cost as part of the historical cost of acquiring or constructing certain assets during the period of time required to get the asset ready for its intended use. The Company capitalizes interest to the extent that expenditures to acquire or construct an asset have occurred and interest cost has been incurred.

Long-lived Assets: The Company analyzes its long-lived assets (property, plant and equipment) and definitive-lived intangible assets (patents) for impairment, both individually and as a group, whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. Events that might cause impairment would include significant current period operating or cash flow losses associated with the use of a long-lived asset or group of assets combined with a history of such losses, significant changes in the manner of use of assets and significant negative industry or economic trends. During 2011 and 2010, the Company incurred significant impairments of its manufacturing facilities and equipment in the amounts of $78.0 million and $1.8 million, respectively, based on estimates prepared by management, as well as a valuation analysis by an independent firm.

Net Loss per Common Share: Basic earnings per share include no dilution and are computed by dividing income available to common stockholders by the weighted-average number of shares outstanding during the period. Diluted earnings per share reflect the potential of securities that could share in the earnings of the Company, similar to fully diluted earnings per share. Common stock equivalents consisting of IPO warrants (representative warrants), and stock options and unvested restricted stock outstanding as of December 31, 2011 of approximately 1.7 million shares, have been omitted from loss per share because they are anti-dilutive. Net loss per common share was the same for both basic and diluted methods for the periods ended December 31, 2011, 2010 and 2009.

Research and Development Costs: Research and development costs are incurred during the process of researching and developing new products and enhancing the Company’s manufacturing processes and consist primarily of personnel, materials, supplies and equipment depreciation. The Company expenses these costs as incurred, except for certain costs related to inventoried raw materials, work-in-process and finished goods. The Company also incurs research and development expenses on its federal government research and development contracts, which the Company expenses as incurred.

Income Taxes: Deferred income taxes are provided using the liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carry forwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of the changes in tax laws and rates as of the date of enactment. Interest and penalties, if applicable, would be recorded in operations.

The Company has analyzed filing positions in all of the federal and state jurisdictions where it is required to file income tax returns, as well as all open tax years (2007-2011) in these jurisdictions. The Company believes that its income tax filing positions and deductions will be sustained on audit and does not anticipate any adjustments that will result in a material adverse effect on the Company’s financial condition, results of operations, or cash flows. Therefore, no reserves for uncertain income tax positions have been recorded.

Share-Based Compensation: The Company measures and recognizes compensation expense for all share-based payment awards made to employees, officers, directors, and consultants based on estimated fair values. The company estimates the fair value of share-based payment awards on the date of grant using an option-pricing model for option awards. The value of the portion of the award that is ultimately expected to vest is recognized as expense over the requisite service period in the Company’s Statements of Operations. Share-based compensation is based on awards ultimately expected to vest and is reduced for estimated forfeitures. Forfeitures are estimated at the time of grant and revised, as necessary, in subsequent periods if actual forfeitures differ from those estimates. For purposes of determining estimated fair value of share-based payment awards on the date of grant the Company uses the Black-Scholes option-pricing model (“Black-Scholes Model”) for option awards. The Black-Scholes Model requires the input of highly subjective assumptions. Because the Company’s employee stock options may have characteristics significantly different from those of traded options, and because changes in the subjective input assumptions can materially affect the fair value estimate, in management’s opinion, the existing models may not provide a reliable single measure of the fair value of the Company’s employee stock options. Management will continue to assess the assumptions and methodologies used to calculate estimated fair value of share-based compensation. Circumstances may change and additional data may become available over time, which result in changes to these assumptions and methodologies, which could materially impact the Company’s fair value determination. The Company estimates the fair value of its restricted stock awards as its stock price on the grant date. The accounting guidance for share-based compensation may be subject to further interpretation and refinement over time. There are significant differences among option valuation models, and this may result in a lack of comparability with other companies that use different models, methods and assumptions. If factors change and the Company employs different assumptions in the accounting for share-based compensation in future periods, or if the Company decides to use a different valuation model, the compensation expense that the Company records in the future may differ significantly from what it has recorded in the current period and could materially affect its loss from operations, net loss and net loss per share.

Comprehensive Income (Loss): The Company’s comprehensive income (loss) consists of its net income (loss) and changes in unrealized gains or losses on available-for-sale investments, the impact of which has been excluded from net loss. The Company presents its comprehensive income (loss) in the Statements of Stockholders’ Equity and Comprehensive Income (Loss). The Company’s accumulated other comprehensive income (loss) is presented as a component of equity in the Balance Sheets and consists of the cumulative amount of unrealized gains or losses on available-for-sale investments that have been incurred since the inception of the Company’s business.

Reclassifications: Certain reclassifications have been made to the 2009 and 2010 financial information to conform to the 2011 presentation. Such reclassifications had no effect on net losses for those periods.

Use of Estimates: The preparation of financial statements in conformity with U.S. generally accepted accounting principles ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

During the third quarter of 2011, the Company updated its estimates for service lives of certain manufacturing tools in order to better match depreciation expense with the periods these assets are expected to generate revenue. The change in services lives was accounted for prospectively as a change in accounting estimate effective July 1, 2011. The effect of this change on Net Loss and basic and diluted earnings per share was an increase of $931,117 and $0.02, respectively, for the year ended December 31, 2011.

Recent Accounting Pronouncements: In May 2011, the FASB issued ASU 2011-04, Fair Value Measurement Topic (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS. This Accounting Standards Update ("ASU") provides a consistent definition of fair value and sets forth common requirements for measurement of and disclosure about fair value in accordance with U.S. GAAP and International Financial Reporting Standards (“IFRS”). ASU 2011-04 amends existing fair value measurement and disclosure requirements including application of highest and best use and valuation premise concepts, measuring the fair value of an instrument classified in a reporting entity’s shareholders’ equity, measuring the fair value of financial instruments that are valued within a portfolio and disclosures in measurement categorized within Level 3 of the fair value hierarchy. This ASU is effective on a prospective basis during interim and annual periods beginning after December 15, 2011 and early application is not permitted. The Company does not expect the adoption of ASU 2011-04 will have a material impact on the Company’s financial position, results of operations or cash flows.

In June 2011, the FASB issued ASU 2011-05, Comprehensive Income (Topic 220): Presentation of Comprehensive Income. This ASU seeks to improve comparability, consistency and transparency of financial reporting with respect to comprehensive income by eliminating the option to present components of other comprehensive income as part of the statement of changes in stockholders’ equity, among other amendments. The amendments of this ASU require all non-owner changes in stockholders' equity be presented either in a single continuous statement of comprehensive income or two separate but consecutive statements. This ASU is effective for fiscal years and interim periods beginning after December 15, 2011 and early adoption is permitted. The adoption of ASU 2011-05 will affect only financial statement presentation and will not impact the Company's financial position, results of operations or cash flows.

NOTE 4. LIQUIDITY AND CONTINUED OPERATIONS

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As of December 31, 2011, the Company had approximately $23.9 million in cash and investments and working capital of approximately $22.3 million. An additional $1.4 million in cash is restricted for future payments on equipment. Through December 31, 2011, sales of $0.3 million were completed through the At-The-Market facility. As discussed in Note 2, the Company is in the development stage and is currently incurring significant losses from operations as it works toward commercialization. The Company made cash payments of approximately $9.7 million in the year ended December 31, 2011 for property, plant and equipment. The Company has remaining obligations for equipment purchases in the approximate amount of $4.1 million, of which approximately $1.6 million is recorded in “Accrued property, plant and equipment”.

On March 31, 2011, the Company announced a change in strategy that, in the near term, will focus its solar module technology on applications for emerging and specialty markets. Longer term the Company intends to participate in the building integrated market. The change in strategy resulted in a change in leadership and sizing the company to a new cost structure, primarily through the termination of a portion of the Company’s workforce. The Company incurred a charge of approximately $450,000 in the quarter ended March 31, 2011, comprised of severance costs. This charge has been expensed as “Research and development” and “Selling, general and administrative” in the Statement of Operations in the amounts of approximately $72,000 and $378,000, respectively. Approximately $139,000 is recorded under "Accrued expenses" in the Balance Sheets as of December 31, 2011.

Due to recent significant adverse changes in market conditions, particularly the decreases in current and expected average selling prices for PV modules, the Company concluded in the quarter ended June 30, 2011 that the carrying value of Property, Plant and Equipment and Deposits on manufacturing equipment may not be recoverable and a non-cash impairment charge of approximately $78.0 million was recorded. See Note 10. Impairment for additional information.

The Company has commenced limited production at its manufacturing facility. The Company does not expect that sales revenue and cash flows will be sufficient to support operations and cash requirements until actual full production capacity is achieved. Changes in the level of expected operating losses, the timing of planned capital expenditures or other factors may negatively impact cash flows and reduce current cash and investments faster than anticipated. The Company will need to raise additional capital or financing in the future. There is no assurance that the Company will be able to raise additional capital on acceptable terms or at all. The Company expects its current cash balance to be sufficient to cover planned capital and operational expenditures through December 31, 2012 based on currently known factors.

NOTE 5. RESTRICTED CASH

The Company established an irrevocable letter of credit with its bank in favor of an equipment vendor in the approximate amount of $3.0 million in February 2011. Approximately $1.6 million was paid in the quarter ending September 30, 2011 and the remainder of approximately $1.4 million was paid in the first quarter of 2012. The letter of credit is collateralized by an interest bearing account. The amount is reflected as “Restricted cash” under “Other Assets” in the Balance Sheets.

NOTE 6. FAIR VALUE MEASUREMENTS

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The Company uses fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last unobservable, to measure fair value:

- Level 1 - Quoted prices in active markets for identical assets or liabilities.
- Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The following table represents the Company’s fair value hierarchy for its financial assets measured at fair value on a recurring basis and its classification on the balance sheet as of December 31, 2011:

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	Level 1	Level 2	Level 3	Total	Cash Equivalents	Investments
Financial Assets:						
U.S. government securities	$—	$4,381,313	$—	$4,381,313	$—	$4,381,313
Municipal bonds	—	3,185,886	—	3,185,886	—	3,185,886
Money market funds	1,986,737	—	—	1,986,737	1,986,737	—
Corporate securities	—	5,048,898	—	5,048,898	—	5,048,898
	$1,986,737	$12,616,097	$—	$14,602,834	$1,986,737	$12,616,097

As of the balance sheet date, the Company held securities issued by U.S. government agencies (AA+/Aaa/AAA ratings), municipalities (AA/Aa1/Aa2/AA- ratings) and A-1/P-1 rated corporate notes. Approximately $12.6 million of these securities are classified as Level 2 because the Company does not believe that it is possible to obtain a firm, up-to-date price of such securities from, for example, a major exchange; and as a result, the Company relies on its brokerage firm and investment manager to report its fair value of such securities at the end of each month. Investments have not been transferred between levels.

In addition to the items measured at fair value on a recurring basis, the Company also measured certain assets at fair value on a nonrecurring basis. As a result of an impairment analysis, at June 30, 2011 the Company recorded an impairment loss of $78.0 million to write down its long-lived assets to fair value (See Note 10. "Impairment" for additional information). This write-down resulted in net assets of approximately $32.2 million being recorded at fair value as of June 30, 2011 . These fair value measurements rely primarily on Company-specific inputs and the Company's assumptions about the use of the assets, as observable inputs are not available. Accordingly, the Company determined that these fair value measurements reside primarily within Level 3 of the fair value hierarchy.

NOTE 7. INVESTMENTS

Securities held by the Company as of December 31, 2011 are classified as available-for-sale and consisted of U.S. government securities, municipal bonds and corporate securities. Such investments are carried at fair value, based on quoted market prices with the unrealized holding gains and losses reported as Accumulated other comprehensive income (loss) in the stockholders' equity section of the Balance Sheets. Realized gains and losses on sales of securities are computed using the specific identification method. The Company evaluates declines in market value for potential impairment. If the decline results in a value below cost and is determined to be other than temporary, the investment is written down to its impaired value and a new cost basis is established. A summary of available-for-sale securities as of December 31, 2011 is as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
U.S. government securities	$4,379,892	$1,437	$(16)	$4,381,313
Municipal bonds	3,186,050	68	(232)	3,185,886
Corporate securities	5,049,136	4	(242)	5,048,898
Total	$12,615,078	$1,509	$(490)	$12,616,097

Contractual maturities of available-for-sale investments in the above schedule as of December 31, 2011 were all one year or less.

The Company typically invests in highly rated securities with low probabilities of default. The Company's investment policy specifies minimum investment grade criteria, types of acceptable investments, concentration limitations and duration guidelines.

All securities having an unrealized loss as of December 31, 2011 have been in a loss position for less than twelve months.

NOTE 8. TRADE RECEIVABLES

Trade receivables consist of amounts generated from government contracts and sales of PV modules. Accounts receivable totaled $342,087 and $485,026 as of December 31, 2011 and 2010, respectively. Trade receivables were net of allowances for doubtful accounts of $5,839 and $0 as of December 31, 2011 and 2010, respectively.

Provisional Indirect Cost Rates - During 2010 and 2011, the Company billed the government under cost-based research and development contracts at provisional billing rates which permit the recovery of indirect costs. These rates are subject to audit on an annual basis by the government agencies' cognizant audit agency. The cost audit will result in the negotiation and

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determination of the final indirect cost rates. In the opinion of management, re-determination of any cost-based contracts will not have a material effect on the Company's financial position or results of operations.

NOTE 9. PROPERTY, PLANT AND EQUIPMENT

The following table summarizes property, plant and equipment as of December 31, 2011 and 2010:

	As of December 31, 2011	2010
Building	$5,762,935	$19,506,814
Furniture, fixtures, computer hardware and computer software	339,820	1,151,745
Manufacturing machinery and equipment	29,673,297	72,111,366
Leasehold improvements	884,709	884,709
Net depreciable property, plant and equipment	36,660,761	93,654,634
Manufacturing machinery and equipment in progress	236,770	17,054,686
Property, plant and equipment	36,897,531	110,709,320
Less: Accumulated depreciation and amortization	(7,964,875)	(10,706,478)
Net property, plant and equipment	$28,932,656	$100,002,842

During the quarter ended June 30, 2011, an impairment charge in the amount of approximately $74.5 million was taken against Property, Plant and Equipment. This impairment, combined with a charge of approximately $3.5 million taken against Deposits on manufacturing equipment, resulted in a total write-down of $78.0 million.. See Note 10. "Impairment" and Note 12. "Deposits on Manufacturing Equipment."

Depreciation and amortization for the years ended December 31, 2011, 2010 and 2009 was $7,538,212, $6,681,176 and $2,580,044, respectively. Depreciation and amortization expense is recorded under "Research and development" expense and "Selling, general and administrative" expense in the Statements of Operations.

During the third quarter of 2011, the Company updated its estimates for service lives of certain manufacturing tools in order to better match depreciation expense with the periods these assets are expected to generate revenue. The change in services lives was accounted for prospectively as a change in accounting estimate effective July 1, 2011. The effect of this change on Net Loss and basic and diluted earnings per share was an increase of $931,117 and $0.02, respectively, for the year ended December 31, 2011. The Company incurred and capitalized interest costs related to its building loan as follows during the years ended December 31, 2011 and 2010.

	For the Years Ended December 31, 2011	2010
Interest cost incurred	$465,103	$479,898
Interest cost capitalized	(351,632)	(479,898)
Interest expense, net	$113,471	$—

NOTE 10. IMPAIRMENT

The Company analyzes its long-lived assets for impairment, both individually and as a group, whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. During the quarter ended June 30, 2011, as a result of recent significant adverse changes in market conditions, particularly the decreases in current and expected average selling prices for PV modules, the Company concluded that the carrying value of Property, Plant and Equipment may not be recoverable. This analysis utilized projected selling prices and operating costs under alternative scenarios to arrive at total estimated undiscounted cash flows. As a result of the analysis, the Company used discounted cash flows to calculate and record an impairment loss of $78.0 million in the carrying value of Property, Plant and Equipment and Deposits on manufacturing equipment. The impairment loss was measured as the amount by which the carrying amount of the underlying assets exceeded fair value, as calculated using the expected present value technique. Actual cash flows may differ from the forecasts used in the analysis. This analysis incorporated many different assumptions and estimates which involve a high degree of judgment. These assumptions and estimates, which may change significantly in the future, have a substantial impact on the actual impairment loss

recorded.
NOTE 11. INVENTORIES

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Inventories consisted of the following at December 31, 2011 and 2010:

	As of December 31,	
	2011	2010
Raw materials	$2,411,403	$1,468,425
Work in process	20,812	317,468
Finished goods	36,908	90,941
Total	$2,469,123	$1,876,834

During the year ended December 31, 2011, the Company recognized a lower of cost or market adjustment on certain raw materials in the amount of $609,179. This expense is included within “Research and development” expense in the Condensed Statements of Operations.

NOTE 12. DEPOSITS ON MANUFACTURING EQUIPMENT

As of December 31, 2011, deposits on manufacturing equipment related to the purchase of equipment not yet delivered were approximately $3.6 million. The equipment purchase agreements are conditional purchase obligations that have milestone-based deliverables, such as the Company’s acceptance of design requirements and successful installation and commissioning of the equipment.

NOTE 13. DEBT

In 2008, the Company acquired a manufacturing and office facility in Thornton, Colorado, for approximately $5.5 million. The purchase was financed by a promissory note, deed of trust and construction loan agreement (the “Construction Loan”) with the Colorado Housing and Finance Authority (“CHFA”), which provided the Company borrowing availability of up to $7.5 million for the building and building improvements. The Construction Loan terms required payments of interest at 6.6% on the outstanding balance. In 2009, the Construction Loan was converted to a permanent loan pursuant to a Loan Modification Agreement between the Company and CHFA (the “Permanent Loan”). The Permanent Loan has an interest rate of 6.6% and the principal will be amortized through its term to January 2028. The Company will incur a prepayment penalty if the Permanent Loan is prepaid prior to December 31, 2015. Further, pursuant to certain negative covenants in the Permanent Loan, the Company may not, among other things, without CHFA’s prior written consent (which by the terms of the deed of trust is subject to a reasonableness requirement): create or incur additional indebtedness (other than obligations created or incurred in the ordinary course of business); merge or consolidate with any other entity; or make loans or advances to the Company’s officers, shareholders, directors or employees.

On January 7, 2010, the Company and ITN entered into an equipment purchase agreement whereby the Company purchased seven research and development vacuum and deposition chambers for $1,100,000 from ITN. Payments in the amount of $350,000 were remitted to ITN in January 2010 and January 2011. A final payment, without interest, in the amount of $400,000 was paid in January 2012.

As of December 31, 2011, future principal payments on long-term debt are due as follows:

2012	$648,059
2013	264,935
2014	282,960
2015	302,210
2016	322,771
Thereafter	5,442,194
	$7,263,129

NOTE 14. DERIVATIVE FINANCIAL INSTRUMENTS

In prior years the Company was actively engaged in purchasing manufacturing equipment internationally and was exposed to foreign currency risk. In July 2008 and March 2009, the Company entered into fair value hedges utilizing forward contracts designed to match scheduled contractual payments to equipment suppliers which are denominated in Euros and Yen.

Although the hedging activity is designed to fix the dollar amount to be expended, the asset purchased is recorded at the spot rate in effect as of the date of the payment to the supplier. The difference between the spot rate and the forward rate has been reported as Realized gain (loss) on forward contracts. From time to time the Company holds foreign currency options to

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hedge against equipment payments to be remitted in foreign currencies. Derivative financial instruments are not used for speculative or trading purposes.

At December 31, 2011, approximately $1.4 million included in Restricted cash was held in Euros. Accounts denominated in foreign currencies are held in the Company's bank account for future payments to equipment suppliers. Changes in exchange rates related to foreign currencies on deposit in the Company's bank accounts are reflected as Foreign currency transaction gain (loss) in the Statements of Operations.

NOTE 15. STOCKHOLDERS' EQUITY

At December 31, 2011, the Company's authorized capital stock consists of 125,000,000 shares of common stock, $0.0001 par value, and 25,000,000 shares of preferred stock, $0.0001 par value. Each share of common stock has the right to one vote.

Preferred stock, $0.0001 par value per share, may be issued in classes or series. Designations, powers, preferences, rights, qualifications, limitations and restrictions are determined by the Company's Board of Directors.

Initial Public Offering: The Company completed its initial public offering ("IPO") of 3,000,000 units in 2006. Each unit consisted of one share of common stock, one redeemable Class A warrant and two non-redeemable Class B warrants. The IPO price was $5.50 per unit. The net proceeds of the offering were approximately $14 million.

Class A warrants. In 2007, the Company announced that it intended to redeem its outstanding Class A warrants at $0.25 per warrant pursuant to its terms. There were 3,290,894 Class A warrants issued in connection with the Company's IPO. During the exercise period, 3,098,382 Class A warrants (94.1% of the total outstanding) were exercised for an equal number of shares of common stock, and the Company received approximately $20 million in proceeds from the warrant exercises. The Class A warrant exercise period ended July 10, 2011.

Class B warrants. The Class B warrants included in the units became exercisable in August 2006. The exercise price of a Class B public warrant was $11.00. During 2008 and 2007, 98,800 and 11,000 Class B warrants, respectively were exercised resulting in proceeds to the Company of approximately $1.09 million and $121,000 respectively. The Class B warrant exercise period ended July 10, 2011.

IPO warrants. Warrants to purchase 300,000 units at $6.60 were issued to underwriters of the Company's IPO in July 2006 (representative's warrants). A unit consisted of one share of common stock, one Class A redeemable warrant and two Class B non-redeemable warrants. The proceeds from exercises of representative's warrants were approximately $2.0 million in 2007 and $0.5 million in 2008. The representative's warrant exercise period ended July 10, 2011.

Private Placement of Securities: The Company completed a private placement of securities with Norsk Hydro Produksjon AS ("Norsk Hydro") in March 2007. Norsk Hydro purchased 1,600,000 shares of the Company's common stock (representing 23% of the Company's then outstanding common stock post transaction) for net proceeds of approximately $9.2 million.

In August 2007, Norsk Hydro acquired an additional 934,462 shares of the Company's common stock and 1,965,690 Class B warrants through the exercise of an option previously granted to Norsk Hydro and approved by the Company's stockholders. Gross proceeds to the Company were $10.48 million, and reflected per share and per warrant purchase prices equal to the average of the closing bids of each security, as reported by NASDAQ, for the five consecutive trading days preceding exercise (market price). After acquiring these additional shares, Norsk Hydro again held 23% of the then outstanding common shares, after its holdings were diluted as the result of the redemption of Class A warrants and 23% of total outstanding Class B warrants. Pursuant to a second option that was approved by Ascent's stockholders in June 2007, beginning December 13, 2007, Norsk Hydro was entitled to purchase additional shares and Class B warrants up to a maximum of 35% of each class of security.

In March 2008, Norsk Hydro acquired an additional 2,341,897 shares of the Company's common stock and 1,689,905 Class B warrants through the exercise of the second option previously granted to Norsk Hydro and approved by Ascent's stockholders in June 2007, resulting in Norsk Hydro ownership of approximately 35% of each class of security. Gross proceeds to the Company were $28.4 million, and reflected per share and per warrant market price. As a result of the Company's Secondary Public Offering in May 2008, Norsk Hydro's holdings were diluted to approximately 27% of the then outstanding common stock.

In October 2008, Norsk Hydro acquired an additional 2,421,801 shares of the Company’s common stock. The purchase resulted in a return to Norsk Hydro’s ownership of approximately 35% of the Company’s then outstanding common stock. Gross proceeds to the Company from the follow on investment were approximately $15 million.

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In September 2009, the Company sold to Norsk Hydro 769,230 restricted shares of the Company’s common stock for approximately $5.0 million in a private placement at a per share price equal to $6.50. Norsk Hydro was granted demand and piggy-back registration rights.

On August 12, 2011, the Company completed a strategic alliance with TFG Radiant Investment Group Ltd. and its affiliates (“TFG Radiant”). As part of this strategic alliance, TFG Radiant acquired 6,400,000 shares of the Company's common stock at a price of $1.15 per share or $7,360,000 in the aggregate. The closing price of the Company's common stock on August 12, 2011 was $0.73. In addition, TFG Radiant received an option to acquire an additional 9,500,000 shares of the Company's common stock at an exercise price of $1.55 per share. The option was approved by the Company's stockholders on October 27, 2011. This approval eliminated certain registration rights which would have been otherwise available to TFG Radiant related to the 6,400,000 share purchase. TFG Radiant may not exercise this option unless and until TFG Radiant meets a specified milestone associated with the construction of the first East Asia FAB. This option expires on February 12, 2014.

On January 4, 2012, the Company announced that TFG Radiant had agreed to purchase 8,067,390 shares of the Company's common stock owned by Norsk Hydro for $4 million, or approximately $0.50 per share. The TFG Radiant purchase is expected to close by March 31, 2012. Upon closing of the purchase, TFG Radiant's ownership would increase to approximately 39% of the Company's outstanding Common Stock.

Secondary Public Offerings: In May 2008, the Company completed a secondary public offering of 4,370,000 shares of common stock, which included 570,000 shares issued upon the underwriter’s exercise of their overallotment in full. The offering price of $14.00 per share resulted in net proceeds of $56.8 million.

In October 2009, the Company completed a secondary offering of 4,615,385 shares of the Company’s common stock at a price of $6.50 per share.The net proceeds to the Company were approximately $27.9 million.

In November 2010, the Company completed a secondary offering of 5,250,000 shares of the Company’s common stock at a price of $4.15 per share. The net proceeds to the Company were approximately $20.4 million.

On February 28, 2011, the Company entered into an At-The-Market Equity Offering Sales Agreement. Under this agreement the Company issued and sold 386,050 shares of its common stock for gross proceeds of $315,270 during 2011. This agreement was terminated on January 4, 2012.

On December 29, 2011, we filed a “shelf” Registration Statement on Form S-3 with the SEC. With the shelf registration, we may from time to time sell common stock, preferred stock, warrants or some combination in one or more offerings for up to
$25.0 million. The registration became effective February 14, 2012. This shelf registration replaces the Company's prior shelf registration statement which, in accordance with SEC rules, expired in early 2012.

On January 5, 2012, the Company entered into an At-The-Market Equity Offering Sales Agreement under which the Company may issue and sell up to $5,000,000 of shares of its common stock from time to time. Sales of common stock, if any, will be made at market prices by any method that is deemed to be an “at the market” offering as defined in Rule 415 under the Securities Act, including sales made directly on the NASDAQ stock exchange and any other trading market for the Company’s common stock, and sales to or through a market maker other than on an exchange. The aggregate compensation payable to the sales agent shall be equal to 3% of the gross sales price of the shares sold. As of March 22, 2012, 1,594,395 shares had been sold under this facility with net proceeds of $1,234,415.

NOTE 16. EQUITY PLANS AND SHARE-BASED COMPENSATION

Stock Option Plan: The Company’s 2005 Stock Option Plan, as amended (the “Stock Option Plan”) provides for the grant of incentive or non-statutory stock options to the Company’s employees, directors and consultants. Upon recommendation of the Board of Directors, the stockholders approved increases in the total shares of common stock reserved for issuance under the Stock Option Plan at various times from 1,000,000 to 3,700,000 currently.

Restricted Stock Plan: The Company’s 2008 Restricted Stock Plan, as amended (the “Restricted Stock Plan”) was adopted by the Board of Directors and was approved by the stockholders on July 1, 2008. The Restricted Stock Plan initially reserved up to 750,000 shares of the Company’s common stock for restricted stock awards and restricted stock units to eligible employees, directors and consultants of the Company. Upon recommendation of the Board of Directors, the stockholders approved an increase in the total shares of common stock reserved for issuance under the

Restricted Stock Plan from 750,000 to 1,550,000 shares.
The Stock Option Plan and the Restricted Stock Plan are administered by the Compensation Committee of the Board of Directors, which determines the terms of the option and share awards, including the exercise price, expiration date, vesting schedule and number of shares. The term of any incentive stock option granted under the Stock Option Plan may not exceed ten

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years, or five years for options granted to an optionee owning more than 10% of the Company's voting stock. The exercise price of an incentive stock option granted under the Option Plan must be equal to or greater than the fair market value of the shares of the Company's common stock on the date the option is granted. An incentive stock option granted to an optionee owning more than 10% of the Company's voting stock must have an exercise price equal to or greater than 110% of the fair market value of the Company's common stock on the date the option is granted. The exercise price of a non-statutory option granted under the Option Plan must be equal to or greater than 85% of the fair market value of the shares of the Company's common stock on the date the option is granted.

Grants Outside Existing Equity Plans: Prior to the adoption of the Restricted Stock Plan, the Board of Directors granted 40,000 restricted stock awards in connection with an executive employment agreement. In July 2009, the Board of Directors granted an inducement award (as defined in NASDAQ Rule 5635(c) (4)) made outside of the existing Stock Option Plan for 200,000 stock options.

Share Based Compensation: The Company measures share-based compensation cost at the grant date based on the fair value of the award and recognizes this cost as an expense over the grant recipients' requisite service periods for all awards made to employees, officers, directors and consultants.

The share-based compensation expense recognized in the Statements of Operations for the years ended December 31, 2011, 2010 and 2009:

	For the years ended December 31,		
	2011	2010	2009
Share-based compensation cost included in:			
Research and development	$302,101	$630,944	$764,062
Selling, general and administrative	1,270,506	2,082,524	1,912,895
Total share-based compensation cost	$1,572,607	$2,713,468	$2,676,957

The following table presents share-based compensation expense by type of award for the years ended December 31, 2011, 2010 and 2009:

	For the years ended December 31,		
	2011	2010	2009
Type of Award:			
Stock Options	$768,703	$1,252,732	$1,366,969
Restricted Stock Units and Awards	803,904	1,460,736	1,309,988
Total share-based compensation cost	$1,572,607	$2,713,468	$2,676,957

Stock Options:

The Company recognized share-based compensation expense for stock options of approximately $769,000 (approximately $731,000 to officers, directors and employees, and approximately $38,000 to outside providers) for the year ended December 31, 2011 related to stock option awards ultimately expected to vest and reduced for estimated forfeitures. Included in this amount is approximately $236,000 in additional expense due to accelerated vesting, resulting from the severance agreement with the Company's former CEO, Dr. Farhad Moghadam. The weighted average estimated fair value of employee stock options granted for the year ended December 31, 2011 and 2010 was $1.49 and $2.81 per share, respectively. Fair value was calculated using the Black-Scholes Model with the following assumptions:

	For the Years Ended December 31,		
	2011	2010	2009
Expected volatility	97.9%	100.8%	103.9-108.9%
Risk free interest rate	2.1%	2.2%	1.9-2.7%
Expected dividends	—	—	—
Expected life (in years)	6.25	6.03	5.7-6.5

Expected volatility is based on the historical volatility of the Company's stock. The risk-free rate of return is based on the yield of U.S. Treasury bonds with a maturity equal to the expected term of the award. Historical data is used to estimate forfeitures within the Company's valuation model. The Company's expected life of stock option awards is derived from historical experience and represents the period of time that awards are expected to be outstanding.

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As of December 31, 2011, total compensation cost related to non-vested stock options not yet recognized was approximately $1,067,000 which is expected to be recognized over a weighted average period of approximately 3.1 years. As of December 31, 2011, approximately 1,191,000 shares were vested or expected to vest in the future at a weighted average exercise price of $2.75. As of December 31, 2011, approximately 1,596,000 shares remained available for future grants under the Option Plan.

The following schedule summarizes stock option activity for grants made within the Stock Option Plan and outside the plan (shares in thousands):

	Stock Option Shares	Stock Options Weighted Average Exercise Price	Weighted Average Remaining Contractual Life in Years	Aggregate Intrinsic Value
Outstanding at December 31, 2008	1,092	$4.94	8.89	$894,198
Granted	380	7.59		
Exercised	(105)	(3.23)		$305,730
Canceled	(180)	(6.21)		
Outstanding at December 31, 2009	1,187	$5.74	8.41	$1,847,222
Granted	666	3.51		
Exercised	(161)	(2.42)		$349,135
Canceled	(176)	(5.52)		
Outstanding at December 31, 2010	1,516	$5.14	8.32	$527,463
Granted	1,295	$1.88		
Exercised	(57)	$(0.10)		$149,007
Canceled	(1,308)	$4.96		
Outstanding at December 31, 2011	1,446	$2.58	8.77	$4,437
Exercisable at December 31, 2011	298	$4.94	6.98	$4,437

Restricted Stock:

In addition to the stock options discussed above, the Company recognized share-based compensation expense related to restricted stock grants of approximately $804,000 for the year ended December 31, 2011. Included in this amount is approximately $40,000 in additional expense due to the accelerated vesting, resulting from the severance agreement with the Company’s former CEO, Dr. Farhad Moghadam. The weighted average estimated fair value of restricted stock grants for the year ended December 31, 2011 and 2010 was $3.19 and $3.74, respectively.

Total unrecognized share-based compensation expense from unvested restricted stock as of December 31, 2011 was approximately $471,000 which is expected to be recognized over a weighted average period of approximately 2.5 years. As of December 31, 2011, approximately 205,000 shares were expected to vest in the future. As of December 31, 2011, approximately 669,000 shares remained available for future grants under the Restricted Stock Plan.

The following table summarizes non-vested restricted stock and the related activity as of December 31, 2011 and for the years ended December 31, 2011 and 2010 (shares in thousands):

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	Shares	Weighted Average Grant-Date Fair-Value
Non-vested at January 1, 2010	200	$6.85
Granted	325	3.74
Vested	(270)	
Forfeited	(9)	4.37
Non-vested at December 31, 2010	246	$5.48
Granted	488	3.19
Vested	(212)	
Forfeited	(281)	
Non-vested at December 31, 2011	241	$3.09

NOTE 17. INCOME TAXES

The Company records income taxes using the liability method. Under this method, deferred tax assets and liabilities are computed for the expected future impact of temporary differences between the financial statement and income tax bases of assets and liabilities using current income tax rates and for the expected future tax benefit to be derived from tax loss and tax credit carryforwards.

At December 31, 2011, the Company had approximately $97,910,000 in net operating loss carryforwards that will expire beginning in 2025. Approximately $2,800,000 of the net operating loss carryover is not included in the calculation of the deferred tax asset since it is related to excess tax deductions from the exercise of stock options and vested restricted stock. Under the Internal Revenue Code, the future utilization of net operating losses may be limited in certain circumstances where there is a significant ownership change. There were no significant ownership changes in 2011 that would affect utilization of the Company's net operating losses. Deferred income taxes reflect an estimate of the cumulative temporary differences recognized for financial reporting purposes from that recognized for income tax reporting purposes. At December 31, 2011 and 2010, the components of these temporary differences and the deferred tax asset were as follows:

	As of December 31, 2011	2010
Deferred Tax Asset		
Current:		
Accrued Expenses	$60,000	$81,000
Total Current	60,000	81,000
Non-current:		
Stock Based Compensation-Stock Options and Restricted Stock	1,064,000	1,100,000
Tax effect of NOL carryforward	36,134,000	24,109,000
Depreciation	30,016,000	880,000
Amortization	(117,000)	
Warranty reserve	10,000	6,000
Start-up costs	—	216,000
Capital losses	—	12,000
Capitalized manufacturing costs & property taxes on P,P&E	—	1,353,000
Total Non-current	67,107,000	27,676,000
Net deferred tax asset	67,167,000	27,757,000
Less valuation allowance	(67,167,000)	(27,757,000)
Net deferred tax asset	$—	$—

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. Based upon the level of historical losses and projections of future taxable income over the periods in which the deferred tax assets are deductible, a full valuation allowance has been provided due to the uncertainty surrounding the timing and the amount of future revenues. The Company's deferred tax valuation allowance of $67,167,000 reflected above is an increase of $39,410,000 from the valuation allowance reflected as of December 31, 2010 of $27,757,000. The Company’s effective tax rate for the years ended December 31, 2011 and 2010 differs from the statutory rate due to the following (expressed as a percentage of pre-tax income):

	2011		2010	
Federal statutory rate	(35	)%	(35	)%
State statutory rate	(3	)%	(3	)%
Permanent tax differences	—	%	—	%
Other	—	%	—	%
Increase in valuation allowance	38	%	38	%
	—	%	—	%

NOTE 18. RELATED PARTY TRANSACTIONS

Prior to January 1, 2011, ITN was considered a related party because ITN’s sole owner, Dr. Mohan Misra, was Chairman of the Company’s Board of Directors and held various executive positions. Effective January 1, 2011, Dr. Misra was no longer a member of the Board of Directors or an executive of the Company and ITN is no longer considered a related party.

ITN was a related party during the twelve months ended December 31, 2010 and 2009. Included in Selling, general and administrative expenses for the twelve months ended December 31, 2010 and 2009 was $390,824 and $815,196, respectively, of expenditures to ITN for facility sublease costs and administrative support expenses. Included in Research and development expense for the twelve months ended December 31, 2010 and 2009 was $618,765 and $1,861,609, respectively, of expenditures to ITN for supporting research and development and manufacturing activity, including charges for the use of research and development equipment. Related party payables of $54,037 as of December 31, 2010 represented costs remaining to be paid to ITN for these expenditures. "Property, plant and equipment" as of December 31, 2010 includes $2,296,118 paid to ITN for the construction of manufacturing and research and development equipment and installation labor costs for the Company’s production lines.

On January 7, 2010, the Company and ITN entered into an equipment purchase agreement whereby the Company purchased seven research and development vacuum and deposition chambers for $1,100,000 from ITN. Payments in the amount of $350,000 were remitted to ITN in January 2010 and January 2011. A final payment, without interest, in the amount of $400,000 was paid in January 2012.

NOTE 19. COMMITMENTS & CONTINGENCIES

Lease Agreement: On June 25, 2010, the Company entered into a lease agreement for the facility in Littleton, Colorado. As of January 2012, the date the lease was extended, future minimum payments totaling $247,095 are due through December 31, 2012.

The Company is also responsible for payment of pass-through expenses such as property taxes, insurance, water and utilities. Rent expense for the years ended December 31, 2011, 2010 and 2009 was $265,256, $295,769 and $232,259, respectively.

Litigation: On October 21, 2011, the Company was notified that a complaint claiming $3,048,701 for an investment banking fee (the “Lawsuit”) was filed by Jefferies & Company, Inc. (“Jefferies”) against the Company in New York State Supreme Court in the County of New York. In December 2010, Ascent and Jefferies entered into an engagement agreement (the “Fee Agreement”) pursuant to which Jefferies was hired to act as the Company's financial advisor in relation to certain potential transactions.

Ascent has paid Jefferies the fees it believes are owed under the Fee Agreement, which are a $100,000 retainer and approximately $49,000 of out-of-pocket expenses. Ascent believes that the Lawsuit is without merit. The Company intends to vigorously defend the Lawsuit.

This proceeding is subject to the uncertainties inherent in any litigation. It is subject to many uncertainties and to outcomes that are not predictable with assurance and that may not be known for an extended period of time. The Company records a liability in its financial statements for costs related to claims, including settlements and judgments, where the Company has assessed that a loss is probable and an amount can be reasonably estimated. It is not possible to predict the outcome for this legal proceeding. If the Lawsuit is determined adversely to the Company, the costs associated with this proceeding could have a material adverse effect on the Company's results of operations, financial position and/or cash flows of

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a future period.

NOTE 20. RETIREMENT PLAN

On July 1, 2006, the Company adopted a qualified 401(k) plan which provides retirement benefits for all of its eligible employees. Under the plan, employees become eligible to participate at the first entry date, provided that they are at least 21 years of age. The participants may elect through salary reduction to contribute up to ceilings established in the Internal Revenue Code. The Company will match 100% of the first six percent of employee contributions. In addition, the Company may make discretionary contributions to the Plan as determined by the Board of Directors. Employees are immediately vested in all salary reduction contributions. Rights to benefits provided by the Company's discretionary and matching contributions vest 100% after the first year of service for all employees hired before January 1, 2010. For employees hired after December 31, 2009, matching contributions vest over a three-year period, one-third per year. Payments for 401(k) matching totaled $257,823, $366,006 and $276,315 for the years ended December 31, 2011, 2010 and 2009 respectively. Payments for 401(k) matching are recorded under “Research and development" expense and “Selling, general and administrative" expense in the Statements of Operations.

NOTE 21. SELECTED QUARTERLY FINANCIAL DATA (unaudited)

The following table presents selected unaudited Statements of Operations and Balance Sheet information for each of the quarters in the years ended December 31, 2011 and 2010 (in thousands, except per share data):

Selected Statements of Operations information:

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	For the Quarter Ended			
Year Ended December 31, 2011	December 31	September 30	June 30	March 31
Revenue	$751	$989	$1,027	$1,184
Research and Development Expense	4,681	4,145	6,701	8,595
Selling, General and Administrative Expense	1,511	1,524	1,642	2,454
Impairment Loss	—	—	78,000	—
Loss from Operations	(5,441)	(4,680)	(85,316)	(9,865)
Net Loss	(5,557)	(5,363)	(85,169)	(9,655)
Basic and diluted loss per share	$(0.14)	$(0.15)	$(2.63)	$(0.30)

Selected Balance Sheet information:

	For the Quarter Ended			
Year Ended December 31, 2011	December 31	September 30	June 30	March 31
Current Assets	$27,113	$31,094	$29,275	$35,532
Total Assets	61,425	66,447	69,096	153,502
Current Liabilities	4,780	4,780	9,423	8,951
Working Capital	22,333	26,314	19,852	26,581
Long-Term Obligations	6,642	6,704	6,763	6,823
Stockholders' Equity	50,003	54,963	52,910	137,728

Selected Statements of Operations information:

	For the Quarter Ended			
Year Ended December 31, 2010	December 31	September 30	June 30	March 31
Revenue	$1,196	$623	$446	$216
Research and Development Expense	7,450	6,418	5,928	4,558
Selling, General and Administrative Expense	1,650	1,754	1,919	2,131
Impairment Loss	1,769	—	—	—
Loss from Operations	(9,673)	(7,549)	(7,401)	(6,473)
Net Loss	(9,757)	(7,181)	(7,692)	(6,604)
Basic and diluted loss per share	$(0.33)	$(0.27)	$(0.29)	$(0.25)

Selected Balance Sheet information:

	For the Quarter Ended			
Year Ended December 31, 2010	December 31	September 30	June 30	March 31
Current Assets	$47,664	$37,560	$42,968	$52,470
Total Assets	160,021	148,020	154,498	164,510
Current Liabilities	6,176	5,647	5,493	8,440
Working Capital	41,488	31,913	37,475	44,030
Long-Term Obligations	7,279	7,323	7,381	7,439
Stockholders' Equity	146,566	135,051	141,624	148,632

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INDEX TO EXHIBITS

Set forth below is a list of exhibits that are being filed or incorporated by reference into this Annual Report on Form 10-K:

Exhibit No.	Description
3.1	Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.2 to our Registration Statement on Form SB-2 filed on January 23, 2006 (Reg. No. 333-131216))
3.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to our Quarterly Report on Form 10-Q for the quarter ended September 30, 2011)
3.3	Second Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to our Current Report on Form 8-K filed on February 17, 2009)
3.4	First Amendment to Second Amended and Restated Bylaws (incorporated by reference to Exhibit 3.3 to our Quarterly Report on Form 10-Q for the quarter ended September 30, 2009)
4.1	Form of Common Stock Certificate (incorporated by reference to Exhibit 4.1 to our Registration Statement on Form SB-2 filed on January 23, 2006 (Reg. No. 333-131216))
4.2	Form of Class B Warrant (incorporated by reference to Exhibit 4.3 to our Registration Statement on Form SB-2 filed on January 23, 2006 (Reg. No. 333-131216))
4.3	Form of Warrant Agreement between the Company and Computershare Trust Company, Inc. (incorporated by reference to Exhibit 4.5 to our Registration Statement on Form SB-2/A filed on April 20, 2006 (Reg. No. 333-131216))
4.4	Form of Representative’s Purchase Warrant (incorporated by reference to Exhibit 4.6 to our Registration Statement on Form SB-2/A filed on July 10, 2006 (Reg. No 333-131216))
4.5	Stockholders’ Agreement, dated March 13, 2007, between the Company and Norsk Hydro Produksjon AS (incorporated by reference to Exhibit 99.2 to our Current Report on Form 8-K filed on March 13, 2007)
4.6	Registration Rights Agreement, dated March 13, 2007, between the Company and Norsk Hydro Produksjon AS (incorporated by reference to Exhibit 99.3 to our Current Report on Form 8-K filed on March 13, 2007)
4.7	Registration Rights Agreement, dated October 6, 2009, between the Company and Norsk Hydro Produksjon AS (incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on October 1, 2009)
10.1	Executive Employment Agreement, dated March 31, 2008, between the Company and Gary Gatchell (incorporated by reference to Exhibit 99.1 to our Current Report on Form 8-K filed on March 31, 2008)†
10.2	Amended and Restated Executive Employment Agreement, dated August 3, 2009, between the Company and Farhad Moghadam (incorporated by reference to Exhibit 10.1 to our Quarterly Report on Form 10-Q for the quarter ended June 30, 2009)†
10.3	Restricted Stock Unit Agreement, dated August 3, 2009, between the Company and Farhad Moghadam (incorporated by reference to Exhibit 10.3 to our Quarterly Report on Form 10-Q for the quarter ended June 30, 2009)†

10.4	Stock Option Agreement, dated August 3, 2009, between the Company and Farhad Moghadam (incorporated by reference to Exhibit 10.4 to our Quarterly Report on Form 10-Q for the quarter ended June 30, 2009)†
10.5	Inducement Award Agreement, dated August 3, 2009, between the Company and Farhad Moghadam (incorporated by reference to Exhibit 10.5 to our Quarterly Report on Form 10-Q for the quarter ended June 30, 2009)†

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Exhibit No.	Description
10.6	Restricted Stock Award Agreement, dated March 31, 2008, between the Company and Gary Gatchell (incorporated by reference to Exhibit 10.43 to our Quarterly Report on Form 10-Q for the quarter ended March 31, 2008)†
10.7	Ascent Solar Technologies, Inc. Second Amended and Restated 2008 Restricted Stock Plan (including Form of Restricted Stock Award Agreement and Form of Restricted Stock Unit Agreement) (incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on June 17, 2010)†
10.8	Ascent Solar Technologies, Inc. Fourth Amended and Restated 2005 Stock Option Plan (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on June 17, 2010)†
10.9	Securities Purchase Agreement, dated January 17, 2006, between the Company and ITN Energy Systems, Inc. (incorporated by reference to Exhibit 10.1 to our Registration Statement on Form SB-2 filed on January 23, 2006 (Reg. No. 333-131216))[CTR]
10.10	Invention and Trade Secret Assignment Agreement, dated January 17, 2006, between the Company and ITN Energy Systems, Inc. (incorporated by reference to Exhibit 10.2 to our Registration Statement on Form SB-2 filed on January 23, 2006 (Reg. No. 333-131216))[CTR]
10.11	Patent Application Assignment Agreement, dated January 17, 2006, between the Company and ITN Energy Systems, Inc. (incorporated by reference to Exhibit 10.3 to our Registration Statement on Form SB-2 filed on January 23, 2006 (Reg. No. 333-131216))
10.12	License Agreement, dated January 17, 2006, between the Company and ITN Energy Systems, Inc. (incorporated by reference to Exhibit 10.4 to our Registration Statement on Form SB-2 filed on January 23, 2006 (Reg. No. 333-131216))[CTR]
10.13	Service Center Agreement, dated January 17, 2006, between the Company and ITN Energy Systems, Inc., as amended (incorporated by reference to Exhibit 10.6 to our Registration Statement on Form SB-2 filed on January 23, 2006 (Reg. No. 333-131216))
10.14	Administrative Services Agreement, dated January 17, 2006, between the Company and ITN Energy Systems, Inc., as amended (incorporated by reference to Exhibit 10.8 to our Registration Statement on Form SB-2 filed on January 23, 2006 (Reg. No. 333-131216))
10.15	Letter Agreement, dated November 23, 2005, among the Company, ITN Energy Systems, Inc. and the University of Delaware (incorporated by reference to Exhibit 10.16 to our Registration Statement on Form SB-2/A filed on May 26, 2006 (Reg. No. 333-131216))
10.16	License Agreement, dated November 21, 2006, between the Company and UD Technology Corporation (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on November 29, 2006)[CTR]
10.17	Novation Agreement, dated January 1, 2007, among the Company, ITN Energy Systems, Inc. and the United States Government (incorporated by reference to Exhibit 10.23 to our Annual Report on Form 10-KSB for the year ended December 31, 2006)

10.18	Securities Purchase Agreement, dated March 13, 2007, between the Company and Norsk Hydro Produksjon AS (incorporated by reference to Exhibit 99.1 to our Current Report on Form 8-K filed on March 13, 2007)
10.19	Amendment No. 1 to Securities Purchase Agreement, dated March 3, 2008, between the Company and Norsk Hydro Produksjon AS (incorporated by reference to Exhibit 10.41 to our Annual Report on Form 10-K for the year ended December 31, 2007)
10.20	Construction Loan Agreement, dated February 8, 2008, between the Company and the Colorado Housing and Finance Authority (incorporated by reference to Exhibit 10.37 to our Annual Report on Form 10-K for the year ended December 31, 2007)

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Exhibit No.	Description
10.21	Promissory Note, dated February 8, 2008, issued to the Colorado Housing and Finance Authority (incorporated by reference to Exhibit 10.38 to our Annual Report on Form 10-K for the year ended December 31, 2007)
10.22	Loan Modification Agreement, dated January 29, 2009, between the Company and the Colorado Housing and Finance Authority (incorporated by reference to Exhibit 10.52 to our Annual Report on Form 10-K for the year ended December 31, 2008)
10.23	Cooperation Agreement, dated December 18, 2007, between the Company and Norsk Hydro Produksjon AS (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on December 19, 2007)
10.24	Photovoltaic Module Supply Agreement, dated September 21, 2009, between the Company and Turtle Energy LLC (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on September 23, 2009)[CTR]
10.25	Securities Purchase Agreement, dated September 29, 2009, between the Company and Norsk Hydro Produksjon AS (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on October 1, 2009)
10.26	Equipment Purchase Agreement, dated January 7, 2010, between the Company and ITN Energy Systems, Inc. (incorporated by reference to Exhibit 10.46 to our Annual Report on Form 10-K for the year ended December 31, 2009)
10.27	At-the-Market Equity Offering Sales Agreement between the Company and Stifel, Nicolaus & Company, Incorporated dated February 28, 2011 (incorporated by reference to Exhibit 10.39 to our Annual Report on Form 10-K filed February 28, 2011)
10.28	Executive Employment Agreement dated March 31, 2011 between the Company and Ron Eller (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on April 6, 2011) †
10.29	Securities Purchase Agreement dated as of August 12, 2011 between TFG Radiant Investment Group Ltd. and the Company (incorporated by reference to Exhibit 99.1 to our Current Report on Form 8-K filed on August 15, 2011)
10.30	Stockholders Agreement dated as of August 12, 2011 between TFG Radiant Investment Group Ltd. and the Company (incorporated by reference to Exhibit 99.2 to our Current Report on Form 8-K filed on August 15, 2011)
10.31	Registration Rights Agreement dated as of August 12, 2011 between TFG Radiant Investment Group Ltd. and the Company (incorporated by reference to Exhibit 99.3 to our Current Report on Form 8-K filed on August 15, 2011)
10.32	Voting Agreement dated as of August 12, 2011 between TFG Radiant Investment Group Ltd. and Norsk Hydro Produksjon AS (incorporated by reference to Exhibit 99.4 to our Current Report on Form 8-K filed on August 15, 2011)

10.33	Joint Development Agreement dated as of August 12, 2011 between TFG Radiant New-Energy Group Ltd. and the Company (incorporated by reference to Exhibit 10.5 to our Quarterly Report on Form 10-Q for the quarter ended September 30, 2011)[CTR]
10.34	At the Market Offering Sales Agreement dated as of January 5, 2012 between JonesTrading Institutional Services LLC and the Company (incorporated by reference to Exhibit 99.1 to our Current Report on Form 8-K filed on January 5, 2012)
10.35	Amended and Restated Stockholders Agreement dated as of December 30, 2011 between TFG Radiant Investment Group Ltd. and the Company (incorporated by reference to Exhibit 99.2 to our Current Report on Form 8-K filed on January 5, 2012)
10.36	Amended and Restated Registration Rights Agreement dated as of December 30, 2011 between TFG Radiant Investment Group Ltd. and the Company (incorporated by reference to Exhibit 99.3 to our Current Report on Form 8-K filed on January 5, 2012)

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Exhibit No.	Description
23.1	Consent of Hein & Associates LLP*
31.1	Chief Executive Officer Certification pursuant to section 302 of the Sarbanes-Oxley Act of 2002*
31.2	Chief Financial Officer Certification pursuant to section 302 of the Sarbanes-Oxley Act of 2002*
32.1	Chief Executive Officer Certification pursuant to section 906 of the Sarbanes-Oxley Act of 2002*
32.2	Chief Financial Officer Certification pursuant to section 906 of the Sarbanes-Oxley Act of 2002*

* Filed herewith
CTR Portions of this exhibit have been omitted pursuant to a request for confidential treatment.
† Denotes management contract or compensatory plan or arrangement.