7-8-05



07-13-2005



CE ice

103041196

Form PTO-1594 (Rev. 03/05) OMB Collection 0651-0027 (exp. 6/30/2005) RECORDATION COVER TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below 1. Name of conveying party(ies): 2. Name and address of receiving party(ies) Additional names, addresses, or citizenship attached?	
Ye	
SMARTLITE, INC.	
Name: <u>ORION ENERGY SYSTEMS, LTD.</u>	,
Internal	
Individual(s) Association Address:	
General Partnership Limited Partnership Street Address: 1204 PILGRIM ROAD	
Corporation- State: WISCONSIN City: PLYMOUTH	
Citizonakin (aga quidelina) State: WISCONSIN	
Citizenship (see guidelines) Country: USA Zip: 53073	
Additional names of conveying parties attached? Yes No Association Citizenship	
3. Nature of conveyance)/Execution Date(s):	
Execution Date(s) MARCH 28, 2005 Limited Partnership Citizenship	
Assignment Merger Corporation Citizenship STATE OF WISCONSIN, USA	
Other Citizenship	
representative designation is attached: Yes No	
. (Designations must be a separate document non assignment	nt)
4. Application number(s) or registration number(s) and identification or description of the Trademark. A. Trademark Application No.(s) B. Trademark Registration No.(s)	
NONE 2403983	
Additional sheet(s) attached? Yes V	0
C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):	
INTELITE	
5. Name & address of party to whom correspondence 6. Total number of applications and	
concerning document should be mailed: registrations involved: -1-	
Name: MICHAEL J. POTTS	ᆜ
Internal Address:	[
Authorized to be charged by credit card	
Street Address: ORION ENERGY SYSTEMS, LTD. Authorized to be charged to deposit account	
1204 PILGRIM BOAD	
City: PLYMOUTH 8. Payment Information:	
State: WISCONSIN Zip: 53073 a. Credit Card Last 4 Numbers	_
Phone Number: (920) 892-9340 Expiration Date	-
Fax Number: (920) 892-4274 b. Deposit Account Number	-
Email Address: MPOTTS@QRIONES.COM Authorized User Name	_]
9. Signature:	コ
B ignature Date	_
MICHAEL J. POTTS Total number of pages including cover	$\neg 1$

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

07/12/2005 ECOOPER 00000158 2403983

01 FC:8521

40.00 OP

TRADEMARK
REEL: 003191 FRAME: 0308

Exhibit C

ASSIGNMENT OF REGISTERED TRADEMARK

WHEREAS, SmartLite, Inc., a Wisconsin corporation of Oshkosh, Wisconsin, has adopted, used, and is using the mark INTELITE for fluorescent lighting fixtures, designed especially for signs and buildings (the "MARK"), for which registration has been made in the United States Patent and Trademark Office, Registration No. 2,403,983, registered November 14, 2000;

WHEREAS, Orion Energy Systems, Ltd., a Wisconsin corporation, having its principal office in Plymouth, Wisconsin, wishes to acquire the interest of SmartLite, Inc. in said MARK and in the registration thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said SmartLite, Inc. does hereby assign unto said Orion Energy Systems, Ltd. its entire right, title, and interest in and unto said MARK, together with the goodwill of the business symbolized by the MARK, the above-identified registration thereof, and the right to sue for and be entitled to any damages for infringement of said MARK prior to the date hereof.

SMARTLITE, INC.

STATE OF VISCONSIN)
COUNTY OF VINTENCE)

RECORDED: 07/08/2005

On this 28th day of March, 2005, before me appeared HOPP R SCHWERKE the person who signed this instrument, who acknowledged that he signed it as his free act on behalf of SmartLite, Inc. with authority to do so.

003.548257.1

TRADEMARK REEL: 003191 FRAME: 0309