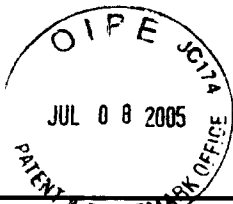


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RECORDATION FORM COVER
TRADEMARKS ONLY

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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):

SMARTLITE, INC.

- Individual(s)
- General Partnership
- Corporation- State: WISCONSIN
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) MARCH 28, 2005

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: ORION ENERGY SYSTEMS, LTD.

Internal

Address: _____

Street Address: 1204 PILGRIM ROAD

City: PLYMOUTH

State: WISCONSIN

Country: USA Zip: 53073

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other _____

Citizenship _____
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

NONE

B. Trademark Registration No.(s)

2403983

Additional sheet(s) attached? Yes No

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 concerning document should be mailed:

Name: MICHAEL J. POTTS

Internal Address: _____

Street Address: ORION ENERGY SYSTEMS, LTD.

1204 PILGRIM ROAD

City: PLYMOUTH

State: WISCONSIN Zip: 53073

Phone Number: (920) 892-9340

Fax Number: (920) 892-4274

Email Address: MPOTTS@ORIONES.COM

6. Total number of applications and registrations involved:

-1-

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____

Authorized User Name _____

9. Signature:

Signature

JULY 6, 2005

Date

MICHAEL J. POTTS

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

-2-

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

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