

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Orion Energy Systems, Ltd.		12/22/2005	CORPORATION: WISCONSIN
RECEIVING PARTY DATA			
Name:	Wells Fargo Bank, National Association, acting through its Wells Fargo Business Credit Operating Division		
Street Address:	100 East Wisconsin Avenue		
City:	Milwaukee		
State/Country:	WISCONSIN		
Postal Code:	53202		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2403983	INTELITE	
CORRESPONDENCE DATA			
Fax Number:	(414)273-5198		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	414-273-3500		
Email:	bgilpin@gklaw.com		
Correspondent Name:	Brian G. Gilpin; Godfrey & Kahn, S.C.		
Address Line 1:	780 N. Water Street		
Address Line 4:	Milwaukee, WISCONSIN 53202		
ATTORNEY DOCKET NUMBER:	008988-0182		
NAME OF SUBMITTER:	Brian G. Gilpin		
Signature:	/bgg/		
Date:	07/28/2006		

CH \$40.00 2403983

Total Attachments: 2
source=oriontm#page1.tif
source=oriontm#page2.tif

**NOTICE OF GRANT OF SECURITY INTEREST
IN TRADEMARKS**

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Patent and Trademark Security Agreement dated as of December 22, 2005 (the "Security Agreement"), by ORION ENERGY SYSTEMS, LTD. (the "Debtor") and WELLS FARGO BANK, NATIONAL ASSOCIATION, acting through its WELLS FARGO BUSINESS CREDIT operating division (the "Secured Party"), the Debtor has granted to the Secured Party a continuing security interest in and continuing lien upon the trademark registrations and/or trademark applications listed in **Exhibit A**, hereto.

The Secured Party, hereby acknowledges that the security interest in the foregoing trademark registrations and/or trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark registrations or trademark applications.

Very truly yours,

WELLS FARGO BANK, NATIONAL
ASSOCIATION, acting through its WELLS
FARGO BUSINESS CREDIT operating division

By: Melissa L. Dreifuerst
Melissa L. Dreifuerst, Vice President

STATE OF WISCONSIN)
)
COUNTY OF MILWAUKEE)

The foregoing instrument was acknowledged before me this 22nd day of December, 2005, by Melissa L. Dreifuerst, a Vice President of Wells Fargo Bank, National Association, acting through its Wells Fargo Business Credit operating division, on behalf of the bank.

Kristin Keeser
Notary Public
My commission is permanent

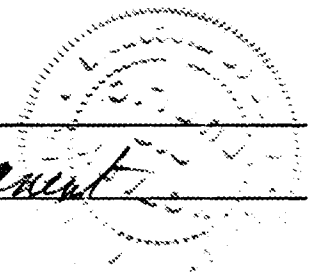


Exhibit A

MARK	SERIAL NO./REG. NO.	FILING DATE/REG. DATE	STATUS	OWNER
INTELITE Logo	2,403,983	11/14/2000	Registered	Orion Energy Systems, Ltd.

mw1048913_1