

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Fiberstars, Inc.		05/03/2007	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Energy Focus, Inc.		
<b>Street Address:</b>	32000 Aurora Road		
<b>City:</b>	Solon		
<b>State/Country:</b>	OHIO		
<b>Postal Code:</b>	44139		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1500428	FIBERSTARS	
<b>Registration Number:</b>	1501227	F	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(650)938-5200		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(650) 988-8500		
<b>Email:</b>	trademarks@fenwick.com		
<b>Correspondent Name:</b>	Linda G. Henry		
<b>Address Line 1:</b>	801 California Street		
<b>Address Line 2:</b>	Silicon Valley Center		
<b>Address Line 4:</b>	Mountain View, CALIFORNIA 94041		
<b>ATTORNEY DOCKET NUMBER:</b>	80062-070		
<b>NAME OF SUBMITTER:</b>	Linda G. Henry		
<b>Signature:</b>	/Linda G. Henry/		

CH \$65.00 1500428

Date:

07/30/2008

**Total Attachments: 3**

source=20070503 Merger to Energy Focus Assign#page1.tif

source=20070503 Merger to Energy Focus Assign#page2.tif

source=20070503 Merger to Energy Focus Assign#page3.tif

# Delaware

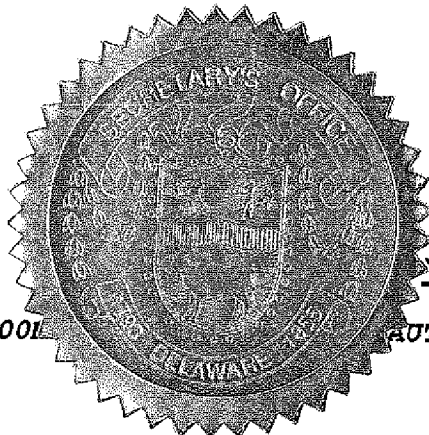
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"ENERGY FOCUS, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "FIBERSTARS, INC." UNDER THE NAME OF "ENERGY FOCUS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF MAY, A.D. 2007, AT 1:33 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE EIGHTH DAY OF MAY, A.D. 2007, AT 12:01 O'CLOCK A.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

4186108 8100L

AUTHENTICATION: 5956161

070959617

DATE: 08-27-07

TRADEMARK  
REEL: 003825 FRAME: 0262

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

ENERGY FOCUS, INC.

INTO

FIBERSTARS, INC.

(Pursuant to Section 253 of the

General Corporation Law of Delaware)

Fiberstars, Inc., a corporation organized and existing under the laws of Delaware (the "Company"), does hereby certify:

FIRST: That the Company owns all of the outstanding shares of the only class of stock of Energy Focus, Inc., a Delaware corporation ("Merger Sub").

SECOND: That the Company, by the following resolutions of its Board of Directors, at a meeting held on April 19, 2007 and unanimously adopted by the Board of Directors of the Company, determined to merge Merger Sub into itself (the "Merger"):

RESOLVED, that Merger Sub be merged into the Company and that, upon the effectiveness of the Merger, the Company shall assume all of the liabilities and obligations of Merger Sub.

RESOLVED, that, upon effectiveness of the Merger, Article I of the Certificate of Incorporation of the Company, shall be amended to read as follows:

"ARTICLE I

The name of this corporation is Energy Focus, Inc. (the "Corporation")."

RESOLVED, that the officers of the Company be, and they hereby are, directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to the Merger and to change the name of the Corporation, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of the State of Delaware and to do all acts and things whatsoever, whether within or without the State of Delaware, that may be necessary or proper to effect the Merger and change of name.

THIRD: This Certificate of Ownership and Merger shall become effective at 12:01 am on May 8, 2007.

IN WITNESS WHEREOF, the Company has caused this Certificate to be executed by a duly authorized officer on this 3<sup>rd</sup> day of May, 2007.

FIBERSTARS, INC.

By: 

Name: John M. Davenport

Title: Chief Executive Officer