

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Orion Energy Systems, Inc.		06/30/2010	CORPORATION: WISCONSIN

RECEIVING PARTY DATA

Name:	JPMORGAN CHASE BANK, N.A.
Street Address:	20935 Swenson Drive
Internal Address:	Suite 400
City:	Waukesha
State/Country:	WISCONSIN
Postal Code:	53186
Entity Type:	National Banking Association: NEW YORK

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	3595321	APOLLO
Registration Number:	3441739	ENERGY MATTERS
Registration Number:	3527635	INTELITE
Registration Number:	3392454	LIGHT YEARS AHEAD
Registration Number:	3750676	DON'T BE MIS-LED
Registration Number:	3802212	
Serial Number:	85051389	ARMORLITE
Serial Number:	77754394	INTELITE

CORRESPONDENCE DATA

Fax Number: (414)298-8097
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 4142988230
 Email: asmyczek@reinhartlaw.com
 Correspondent Name: Alec Smyczek

900165927

**TRADEMARK
 REEL: 004234 FRAME: 0525**

CH \$215.00 3595321

Address Line 1: 1000 N. Water St.
Address Line 2: Suite 1700
Address Line 4: Milwaukee, WISCONSIN 53202

ATTORNEY DOCKET NUMBER: 051424-0001

NAME OF SUBMITTER: Alec Smyczek

Signature: /Alec Smyczek/

Date: 06/30/2010

Total Attachments: 3
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NOTICE OF SECURITY INTEREST IN TRADEMARKS

THIS NOTICE OF SECURITY INTEREST IN TRADEMARKS dated as of June 30, 2010 is by and between JPMORGAN CHASE BANK, N.A., a national banking association (the "Bank"), and ORION ENERGY SYSTEMS, INC., a Wisconsin corporation ("Orion").

The parties acknowledge the following:

A. Orion, certain of Orion's subsidiaries and the Bank are parties to that certain Security Agreement dated the date hereof (the "Security Agreement").

B. Orion owns the Trademarks (the "Trademarks") listed on Exhibit A attached hereto, which Trademarks are registered with or applications therefore are pending before the United States Patent and Trademark Office.

C. Pursuant to the Security Agreement, Orion has granted to the Bank a security interest in and to (a) all of the Trademarks, (b) all renewals and extensions thereof, (c) all income, royalties, damages and payments now or hereafter due and/or payable under and with respect thereto, including without limitations payments under all licenses entered into connection therewith and damages and payments for past or future infringements thereof, (d) the right to sue for past, present and future infringements thereof and (e) trademarks, trademark registrations and trademark applications and any other rights corresponding thereto throughout the world.

D. Orion hereby confirms and reaffirms its grant to the Bank of a security interest in the Trademarks and other collateral described in paragraph C.

ORION ENERGY SYSTEMS, INC.

By: _____
Neal R. Verfueth, Chairman and
Chief Executive Officer

Address: 2001 Mirro Drive
Manitowoc, WI 54220

JPMORGAN CHASE BANK, N.A.

By:  _____
Richard B. Bennett, Vice President

Address: 20935 Swenson Drive, Suite 400
Waukesha, WI 53186

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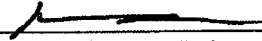
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By: _____
Richard B. Bennett, Vice President

Address: 20935 Swenson Drive, Suite 400
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EXHIBIT A

U.S. Trademarks

<u>Name</u>	<u>Owner</u>	<u>Number</u>	<u>Status</u>	<u>Country</u>	<u>Filing Date / Registration Date</u>
APOLLO	Borrower	3,595,321	Registered	USA	12/6/2006 - 3/24/2009
ENERGY MATTERS	Borrower	3,441,739	Registered	USA	04/07/2009 6/3/2008
INTELITE	Borrower	3,527,635	Registered	USA	8/25/2006 - 11/4/2008
LIGHT YEARS AHEAD	Borrower	3,392,454	Registered	USA	10/31/2006 - 3/4/2008
DON'T BE MIS-LED	Borrower	3,750,676	Registered	USA	4/3/2009 - 2/16/2010
ARC-AND- STAR DESIGN MARK	Borrower	3,802,212	Registered	USA	8/5/09- 6/15/2010

Trademark Application

<u>Name</u>	<u>Filing Date</u>	<u>Application. No.</u>
ARMORLITE	06/01/2010	85/051,389
INTELITE	06/08/2009	77/754,394)