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PATENTS 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)

SMARTLITE, INC.

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

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

Execution Date(s) MARCH 28, 2005

- ☒ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☐ Joint Research Agreement
☐ Government Interest Assignment
☐ Executive Order 9424, Confirmatory License
☐ Other _____

2. Name and address of receiving party(ies)

Name: ORION ENERGY SYSTEMS, LTD.

Internal Address: _____

Street Address: 1204 PILGRIM ROAD

City: PLYMOUTH

State: WISCONSIN

Country: USA Zip: 53073

Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application or patent number(s):

☐ This document is being filed together with a new application.

A. Patent Application No.(s)

NONE

B. Patent No.(s)

1. PATENT NO. D494,700 S
2. PATENT NO. 6,257,735 B1
3. PATENT NO. 6,467,933 B2

Additional numbers attached? ☐ Yes ☒ No

5. Name and address 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 patents involved: THREE (3)

7. Total fee (37 CFR 1.21(h) & 3.41) \$ 120.00

- ☐ Authorized to be charged by credit card
☐ Authorized to be charged to deposit account
☒ Enclosed
☐ None required (government interest not affecting title)

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 documents: -3-

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, V.A. 22313-1450

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(120.00 DP)

PATENT
REEL: 016745 FRAME: 0822

Exhibit B

TRANSFER AND ASSIGNMENT - WORLDWIDE

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, SmartLite, Inc., a Wisconsin corporation with its principal place of business at 2663 Oregon Street, Oshkosh, Wisconsin 54901 (hereinafter referred to as "ASSIGNOR") has sold, assigned, and transferred, and by these presents hereby sells, assigns, and transfers, unto Orion Energy Systems, Ltd. a Wisconsin corporation with its principal place of business at 1204 Pilgrim Road, Plymouth, Wisconsin 53073 (hereinafter referred to as "ASSIGNEE") its successors and assigns, the full and exclusive right, title and interest for the United States, its territories and possessions, and all foreign countries in and to the United States Patents listed in the table below (the "Patents") as well as in and to all improvements and modifications of the inventions claimed or disclosed in the Patents (the "Inventions"), including the right to sue for past infringement, such right, title, and interest to be held and enjoyed by ASSIGNEE, its successors and assigns, including the right to sue for damages for infringement of the Patents occurring prior to the date of this assignment, to the full end of the term or terms for the Patents as fully and entirely as would have been held and enjoyed by ASSIGNOR had this Assignment not been made.

<u>Patent No.</u>	<u>Title</u>	<u>Inventor(s)</u>
D494,700 S	Overhead Fluorescent Lighting Fixture	Hartman, Eastling
6,257,735 B1	Fluorescent Light Reflector	Baar
6,467,933 B2	Means and Method of Increasing Lifetime of Fluorescent Lamps	Baar

ASSIGNOR HEREBY GRANTS to the law firm of **Foley & Lardner LLP** the power and authority to insert in this Assignment any further identification which may be necessary or desirable to comply with the rules of the U.S. Patent and Trademark Office for recordation of this Assignment.

ASSIGNOR UNDERSTANDS AND AGREES that the attorneys and agents of the law firm of **Foley & Lardner LLP** do not personally represent ASSIGNOR OR ASSIGNOR's legal interests, but instead represent the interests of ASSIGNEE; since said attorneys and agents cannot provide legal advice to ASSIGNOR with respect to this Assignment, ASSIGNOR acknowledges its right to seek its own independent legal counsel.

Executed this 28th day of March, 2005.

SMARTLITE, INC.

By: [Signature]
Name: Kapp R. Schwabe
Title: President

State of WISCONSIN)
)ss.
County of WINNEBAGO)

On this 28th day of March, 2005, before me, a notary public in and for said county, appeared KAPP R. SCHWABE who is personally known to me to be the same person whose name is subscribed to the foregoing instrument, and he/she acknowledged that he/she signed, sealed, and delivered the said instrument as his/her free and voluntary act for the uses and purposes therein set forth.

Kathy A. Niept
Notary Public

My Commission Expires: 3/15/05

(Seal)