

To the Honorable Commissioner of Patents and Trademarks
Please record the attached original document or copy thereof.

5.24.99

1. Name of Party(ies) conveying an interest:

Peerless Lighting Corporation

06-02-1999



101053523

Entity:

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

3. Interest Conveyed:

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

Execution Date April 9, 1999

2. Name and Address of Party(ies) receiving an interest:

Name: NSI Enterprises, Inc.

Internal Address: _____

Street Address: 1420 Peachtree Street, N.E.

City: Atlanta

State: Georgia

Zip: 30309

Entity:

- Individual
- General Partnership
- Corporation-State California
- Other _____
- Association
- Limited Partnership

Citizenship _____

If not domiciled in the United States, a domestic

representative designation is attached:

- Yes
- No

(the attached document must not be an assignment)

4. Application number(s) or patent number(s). Additional sheet attached?

- Yes
- No

A. Trademark Application No.(s)

75/329,109 75/510,497 75/550,928
 75/329,110 75/516,877 75/550,929
 75/439,893 75/576,878 75/654,267

B. Trademark Registration No.(s)

1,114,472 1,276,862 1,471,025 1,902,604
 1,187,520 1,344,195 1,701,093 1,964,567
 1,267,857 1,470,143 1,866,893 2,093,368

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Donald L. Beeson

Internal Address: _____

Street Address: One Kaiser Plaza, Suite 2360

City: Oakland

State: CA

Zip: 94612

6. Number of applications and registrations involved:

21

7. Amount of fee enclosed or authorized to be charged:

\$ 540

8. Deposit account number: No. 19/2383

USE FOR CREDIT OR INSUFFICIENT FEE ONLY

05/28/1999 JSHAKAZZ 00000147 75329109

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
 02 FC:482 500.00 OP

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Donald L. Beeson

Name of Person Signing

Signature

5/18/99

Date

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

U.S. TRADEMARK ASSIGNMENT

EXHIBIT "A"

U.S. TRADEMARK REGISTRATIONS

<u>Reg. No.</u>	<u>Mark</u>	<u>Issue Date</u>
1,114,472	LONGLITES	March 6, 1979
1,187,520	PEERLESS	January 26, 1982
1,267,857	LITE DUCT	February 21, 1984
1,276,862	LONGLITES	February 14, 1984
1,344,195	FASTRAC	June 25, 1985
1,470,143	PEERLESS & Design	December 22, 1987
1,471,025	PEERLESS & Design	December 29, 1987
1,701,093	ENVISION	July 14, 1992
1,866,893	LIGHTSCREEN INDIRECT	December 13, 1994
1,902,604	BETTER SIGHT WITH SOFTER LIGHT	July 4, 1995
1,964,567	PEERLITE	March 26, 1996
2,093,368	TUNING WHEEL	September 2, 1997

U.S. TRADEMARK APPLICATIONS

<u>Serial No.</u>	<u>Mark</u>	<u>Filing Date</u>
75,329,109	LIGHTFIN	July 23, 1997
75/329,110	LIGHTFOIL	July 23, 1997
75/439,893	HOT5	February 25, 1998
75/510,497	AERO	June 26, 1998
75/516,877	PEERLITE AERO	July 10, 1998
75/516,878	PEERLITE	July 10, 1998
75/550,928	PRIMA	September 10, 1998
75/550,929	ENZO	September 10, 1998
75/654,267	PEERLITE & Design	March 5, 1999

ASSIGNMENT

This Assignment is made and entered into this 9th day of April, 1999, between **Peerless Lighting Corporation**, a **California** corporation with offices at **2246 5th Street, Berkeley, California 94710** (“Assignor”), and **NSI Enterprises, Inc.**, a **California** corporation with offices at **1420 Peachtree St. N.E., Atlanta, Georgia 30309** (“Assignee”):

WHEREAS, Assignor has adopted and used in the United States the trademarks reflected in the attached Exhibit “A” (“Marks”) in connection with its business, and is the owner of the Marks, and owns federal registrations or applications for those Marks;


WHEREAS, Assignee is desirous of confirming as a matter of record its acquisition of the Marks, including pending applications and registrations, together with the good will of the business connected with the Marks;

NOW, THEREFORE, for ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are acknowledged, Assignor assigns to Assignee all rights, title and interest in and to the Marks, including pending applications and registrations, together with the good will of the business symbolized by the Marks, and all causes of action and claims based on past actions or infringement related to the Marks.


g:\legal\lithonia\peerless\trmassigt

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed and effective the 9th day of April, 1999.

PEERLESS LIGHTING CORPORATION

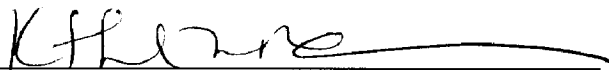
By: 
Name: Douglas J. Herst
Title: President and Chief Executive Officer

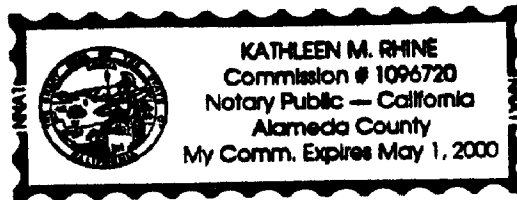
Attest:


Secretary

[CORPORATE SEAL]

Sworn to and subscribed before me this 9th day of April, 1999.


Notary Public



Accepted:

NSI ENTERPRISES, INC.

By:



Brock Hattox, Executive Vice President
and Chief Financial Officer