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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

12-21-2001

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Atty Docket No. 265691

U.S. Patent & TMO/TM Mail Rpt Dt. #76

Office of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Kray, LLC

12-21-01

- Individuals(s)
- General Partnership
- Corporation-State
- Other Delaware Limited Liability Company

Additional names(s) of conveying party(ies) attached Yes No

3. Nature of conveyance:

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

Execution Date: November 29, 2001

2. Name and address of receiving party(ies)

Name: **Acuity Brands, Inc.**

Internal Address:

Street Address: **1420 Peachtree Street, N.E.**

City: **Atlanta,** State: **GA** Zip: **30309-3002**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

Additional names(s) & address(es) attached? Yes No

4. Application numbers(s) or patent numbers(s):

A. Trademark Application No.(s)
ACUITY, Serial No. 78/084,619

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: William H. Brewster

Internal Address: Kilpatrick Stockton LLP

Street Address: 1100 Peachtree Street, Suite 2800

City: Atlanta State: GA Zip: 30309-4530

6. Total number of applications and registrations involved 1

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed

Authorized to be charged to deposit account

The Commissioner is authorized to charge any deficiency in the required fee or credit any over payment to Deposit Account No. 11-0860.

8. Deposit account number:

DO NOT USE THIS SPACE

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.

Sharan B. Flexner
Name of Person Signing

Sharan B. Flexner
Signature

12-18-01
Date

12/27/2001 DBYRNE 00000169-78084619 Total number of pages including cover sheet, attachments, and document: 0

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FORM PTO-1594

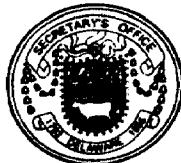
TRADEMARK
REEL: 002413 FRAME: 0633

Office of the Secretary of 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 MERGER, WHICH MERGES:

"KRAY, LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "ACUITY BRANDS, INC." UNDER THE NAME OF "ACUITY BRANDS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF NOVEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1475751

DATE: 12-03-01

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TRADEMARK

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**CERTIFICATE OF MERGER
OF
KRAY, LLC
(a Delaware limited liability company)
AND
ACUITY BRANDS, INC.
(a Delaware corporation)**

Pursuant to the provisions of the Delaware General Corporation Law and the Delaware Limited Liability Company Act, the domestic corporation and the domestic limited liability company herein named do hereby adopt the following Articles of Merger:

1.

The name and jurisdiction of organization or formation of each constituent business entity that is merging are:

(a) Acuity Brands, Inc., a business corporation organized under the laws of the state of Delaware; and

(b) KRAY, LLC, a limited liability company formed under the laws of the state of Delaware.

2.

An Agreement and Plan of Merger for merging KRAY, LLC with and into Acuity Brands, Inc has been duly approved, adopted, certified, executed and acknowledged by each constituent business entity in accordance with Section 264 of the Delaware General Corporation Law.

3.

The surviving business entity in the merger is Acuity Brands, Inc., a Delaware corporation, which will continue its existence as the surviving corporation.

4.

The Certificate of Incorporation of Acuity Brands, Inc. shall be the Certificate of Incorporation of the surviving corporation.

5.

The executed Agreement and Plan of Merger is on file at the principal place of business of Acuity Brands, Inc., which is located at 1420 Peachtree Street, NE Atlanta, Georgia 30309-3002.

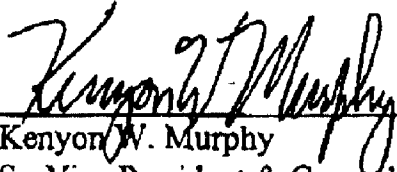
A copy of the Agreement and Plan of Merger will be furnished by Acuity Brands, Inc., on request and without cost, to any member or shareholder of either constituent business entity.

Executed the 29th day of November, 2001.

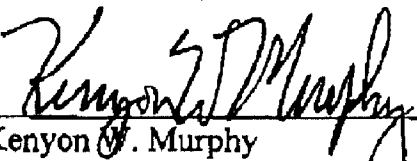
KRAY, LLC

by

ACUITY BRANDS, INC., its sole Member

By: 
Kenyon W. Murphy
Sr. Vice President & General
Counsel

ACUITY BRANDS, INC.

By: 
Kenyon W. Murphy
Sr. Vice President & General Counsel