

FORM PTO-1594
(Rev. 6-93)

OMB No. 0651-0011 (exp. 4/94)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Atty Docket No.

To the Assistant Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

L & C Spinco, Inc.

- Individuals(s)
 - General Partnership
 - Corporation-State - Delaware
 - Other _____
- Association
 - Limited Partnership

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

2. Name and address of receiving party(ies)

Name: **Acuity Brands, Inc.**

Internal Address:

Street Address: **1420 Peachtree Street, NE**

City: **Atlanta** State: **GA** Zip: **30309**

- 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

3. Nature of conveyance:

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

Execution Date: November 9, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s):

2,028,996 ALLEYKAT
2,208,994 OMNIKAT

Additional numbers attached? Yes No

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

Name: William H. Brewster, Esq.

Internal Address: _____

Street Address: 1100 Peachtree St., Suite 2800

City: Atlanta State: GA Zip: 30309

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ 65.00

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:

11-0860

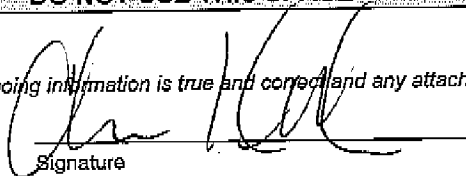
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9. Statement and signature.

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.

Christopher J. Kellner

Name of Person Signing


Signature

4/7/02
Date

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

State of Delaware
Office of the Secretary of State

PAGE 1

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 AMENDMENT OF "L & C SPINCO, INC.", CHANGING ITS NAME FROM "L & C SPINCO, INC." TO "ACUITY BRANDS, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF NOVEMBER, A.D. 2001, AT 10 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1455021

DATE: 11-19-01

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Dec-05-01 01:17pm From-NSI LEGAL DEPARTMENT

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T-406 P.03/04 F-695

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 10:00 AM 11/09/2001
 010567789 - 3408700

**CERTIFICATE OF AMENDMENT
 OF
 CERTIFICATE OF INCORPORATION
 OF
 L & C SPINCO, INC.**

L & C Spinco, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "DGCL"), DOES HEREBY CERTIFY:

1. That pursuant to an action duly and properly taken by the Board of Directors of the Corporation, resolutions were duly adopted setting forth the amendment of the Certificate of Incorporation of the Corporation set forth below (the "Amendment"), declaring said amendment to be advisable and referring said amendment to the sole stockholder of the Corporation for consideration thereof and approval and adoption by such sole stockholder by written consent of the sole stockholder.

2. That thereafter, pursuant to a resolution of the Board of Directors calling for the Amendment to be submitted to the sole stockholder for its approval, the Amendment was approved and adopted by the sole stockholder by written consent with the necessary number of shares of common stock consenting to the Amendment in accordance with Sections 228 and 242 of the DGCL and the terms of the Certificate of Incorporation of the Corporation.

3. That Article 1 of the Certificate of Incorporation of the Corporation is hereby amended by deleting such paragraph in its entirety and replacing it with the following:

"1.

The name of the corporation (which is hereinafter referred to as the "Corporation") is Acuity Brands, Inc."

4. That the Amendment was duly adopted in accordance with the provisions of Sections 228 and 242 of the DGCL.

5. The undersigned officer of the Corporation hereby acknowledges that the foregoing is the act and deed of the Corporation and that the facts stated herein are true.

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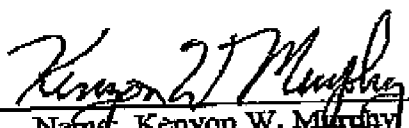
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IN WITNESS WHEREOF, L & C Spinco, Inc. has caused this Certificate to be signed by the officer identified below this 9th day of November, 2001.

L & C SPINCO, INC.

By: 
Name: Kenyon W. Murphy
Title: Senior Vice President