

10-01-2002

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(Rev. 03/01)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Ardee Lighting/USA, Inc. *9-26-02*

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

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

2. Name and address of receiving party(ies)

Name: **JP Morgan Chase Bank, as Agent**

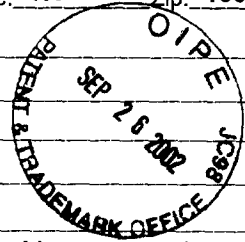
Internal Address: _____

Street Address: **1166 Avenue of the Americas**

City: **New York** State: **NY** Zip: **10036**

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other **a New York banking corporation**

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No



3. Nature of conveyance:

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

Execution Date: **September 13, 2002**

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) **2,389,095**

Additional number(s) attached Yes No

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

Name: **Anita Baker, Esq.**

Internal Address: **Kaye Scholer LLP**

Street Address: **425 Park Avenue**

City: **New York** State: **NY** Zip: **10022**

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

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

9. Statement and signature **40.00 OP**

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.

Johanne Remy

Name of Person Signing

Johanne Remy
Signature

Sept 25, 2002
Date

Total number of pages including cover sheet, attachments, and document: 8

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

09/30/2002 00000063-2389095

01 FC:481

DO NOT USE THIS SPACE

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
TL LIGHTING, INC.

TL LIGHTING, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: The name of the Corporation is **TL Lighting, Inc.**

SECOND: The date of filing of its original Certificate of Incorporation with the Secretary of State was December 26, 1990.

THIRD: That the Board of Directors of the Corporation, by the unanimous written consent of its members, filed with the minutes of the board a duly adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Corporation:

RESOLVED, that Article **FIRST** of the Certificate of Incorporation of the Company be amended to read as follows:

"**FIRST:** The name of the corporation is Ardee Lighting/USA, Inc.
(the "Corporation")."

FOURTH: The text of the Certificate of Incorporation as amended or supplemented heretofore is further amended by deleting Article **FIRST** thereof in its entirety and replacing it

with the following:

"FIRST: The name of the corporation is Ardee Lighting/USA, Inc. (the "Corporation").

FIFTH: That the sole stockholder of the Corporation has given its written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

SIXTH: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its President and attested by its Secretary this 19th day of April, 1997.

TL LIGHTING, INC.

By: Martin T. Tell
Martin T. Tell
President

Attest:

Donald A. Herner
Donald A. Herner
Secretary

SUPPLEMENT NO. 1 TO SECURITY AGREEMENT
AND MORTGAGE - TRADEMARKS AND PATENTS
DATED AS OF SEPTEMBER 13, 2002

WHEREAS, Ardee Lighting/USA, Inc. (f/k/a TL Lighting, Inc.), a Delaware corporation (herein referred to as "Assignor"), whose address is 639 Washburn Switch Road, Shelby, North Carolina 28151, has adopted, used and is using the trademarks listed on the annexed Schedule 2-A, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Assignor is obligated to JPMorgan Chase Bank (f/k/a The Chase Manhattan Bank), a New York banking corporation, as agent (referred to herein as the "Assignee") for (i) the lenders (the "Lenders") named in Schedules 2.01(a) and 2.01(b) of the Amended and Restated Credit Agreement, dated as of March 5, 1999, among JJI Lighting Group, Inc., the guarantors named therein (the "Guarantors"), the Lenders and the Assignee (as amended, modified or supplemented from time to time in accordance with its terms, the "Credit Agreement") and (ii) itself as issuer of the Letters of Credit and party to the Rate Agreements, and Assignor has entered into a Security Agreement and Mortgage - Trademarks and Patents dated as of April 22, 1997 (as amended, modified or supplemented from time to time in accordance with its terms, the "Agreement") in favor of Assignee; and

WHEREAS, pursuant to the Agreement, Assignor has assigned to Assignee and granted to Assignee a security interest in, and mortgage on, all right, title and interest of Assignor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations, as defined in the Agreement;

WHEREAS, Assignor has acquired Trademarks since the date of execution of the Agreement;

WHEREAS, Schedule A to the Agreement does not reflect the Trademarks acquired by Assignor since the date of the execution of the Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does grant to Assignee a security interest in, and mortgage on, the Collateral to secure the prompt payment, performance and

observance of the Secured Obligations and Schedule A to the Agreement is hereby supplemented, effective as of the date hereof, so as to reflect all of the Trademarks in and to which Assignor has granted a continuing security interest to Assignee pursuant to the terms of the Agreement. The Trademark information set forth on the attached Schedule 2-A to this Supplement No. 1 to the Agreement is hereby added to Schedule A to the Agreement.

Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the assignment of, security interest in and mortgage on the Collateral made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Assignee's address is 1166 Avenue of the Americas, 16th Floor, New York, New York 10036.

IN WITNESS WHEREOF, Assignor has caused this Supplement to be
duly executed by its officer thereunto duly authorized as of the 13th day of September,
2002.

ARDEE LIGHTING/USA, INC.
(f/k/a TL Lighting, Inc.)

By: Charles Florio
Name: CHARLES FLORIO
Title: v.p. CFO

TRADEMARKS

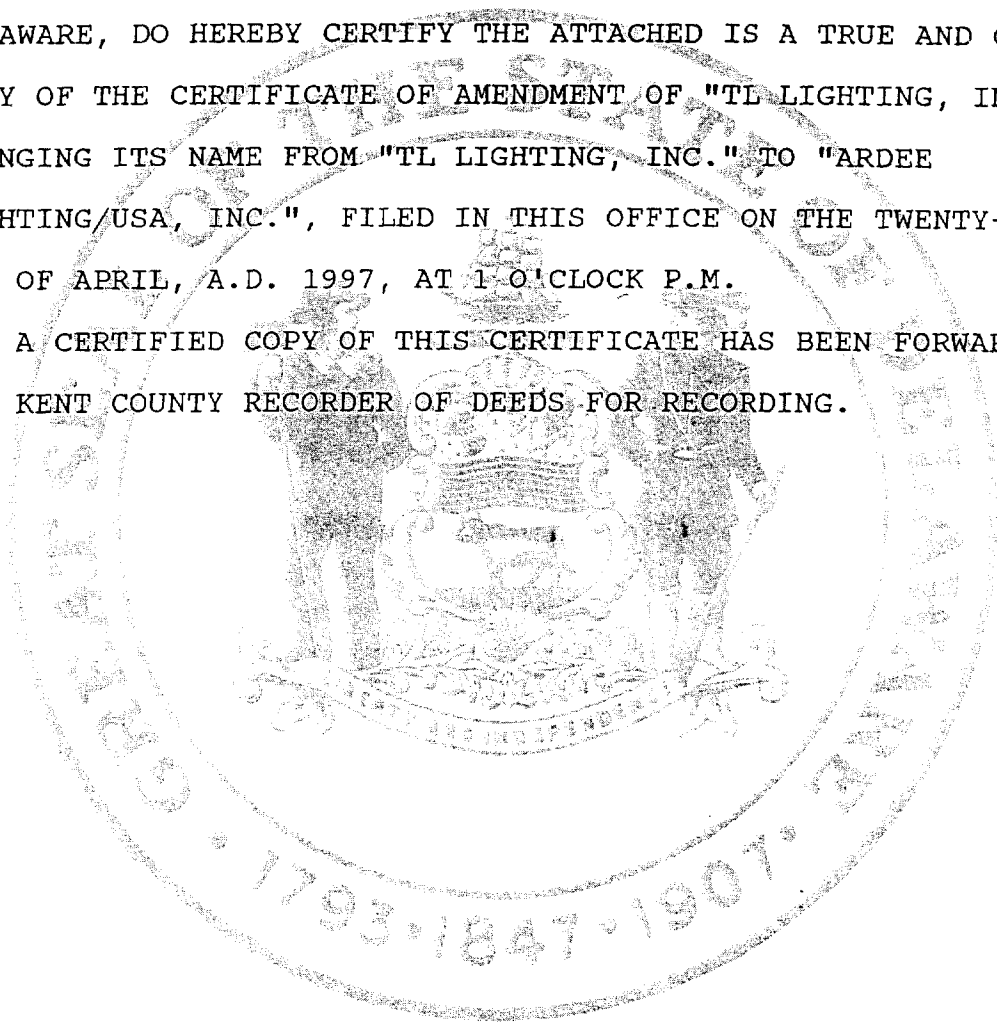
<u>Trademark</u>	<u>Reg. No.</u>	<u>Date</u>
SPEX	2,389,095	September 26, 2000

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, 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 "TL LIGHTING, INC.", CHANGING ITS NAME FROM "TL LIGHTING, INC." TO "ARDEE LIGHTING/USA, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF APRIL, A.D. 1997, AT 1 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel, Secretary of State

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AUTHENTICATION:

8437691

DATE:

04-25-97

RECORDED: 09/26/2002

TRADEMARK
REEL: 002590 FRAME: 0877