

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. 48248.266192

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) Association
 General Partnership Limited Partnership
 Corporation-State - Delaware
 Other _____

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

2. Name and address of receiving party(ies)
Name: **Acuity Brands, Inc.**

Internal Address: **Suite 2400**

Street Address: **1170 Peachtree St.**

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 Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **November 9, 2001**

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
2,108,384

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: **Suite 2800**
KILPATRICK STOCKTON LLP

Street Address: **1100 Peachtree Street, NE**

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

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:
11-0860

DO NOT USE THIS SPACE

5
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.

LISE SHETTLER *Lise Shettler* *October 2, 2003*
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: **4**

CH \$40.00 110860 2108384

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

3408700 B100

010586534

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."

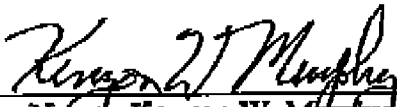
4. That the Amendment was duly adopted in accordance with the provisions of Sections 228 and 242 of the DGCL.

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.

2194231 v6

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