

06-18-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



102476514

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): LIGHTOLIER INCORPORATED

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 12/28/1990

2. Name and address of receiving party(ies)

Name: Genlyte Group Incorporated, The

Internal Address: Suite 601

Street Address: 10350 Ormsby Park Place

City: Louisville State: KY Zip: 40223

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

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1393150; 1393944

Additional number(s) attached Yes No

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

Name: Julie Ann Gregory, Esq.

Internal Address: Middleton Reutlinger

Street Address: 2500 Brown & Williamson Tower

City: Louisville State: KY Zip: 40202

6. Total number of applications and registrations involved: 2

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

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

TRADEMARK SECTION JUN 16 2 55 PM '03

DO NOT USE THIS SPACE

9. Signature.

Julie Ann Gregory Name of Person Signing

Julie Ann Gregory Signature

6/16/03 Date

Total number of pages including cover sheet, attachments, and document: 5

06/18/2003 LHWELLER 00000079 1393150

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

01 FC:0521 02 FC:0522

40.00 OP 25.00 OP

TRADEMARK REEL: 002756 FRAME: 0270

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

LIGHTOLIER INCORPORATED

INTO

THE GENLYTE GROUP INCORPORATED

The Genlyte Group Incorporated, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The Corporation owns all of the outstanding shares of each class of stock of Lightolier Incorporated, a corporation organized and existing under the Business Corporation Law of the State of New York ("Lightolier").

2. The following resolutions approving the merger of Lightolier into the Corporation were duly adopted by the Board of Directors of the Corporation on December 28, 1990:

WHEREAS, the Corporation owns all of the outstanding shares of stock of Lightolier Incorporated, a New York corporation ("Lightolier"), and

WHEREAS, this Board of Directors deems it advisable and in the best interests of the Corporation and its stockholders to merge Lightolier into the Corporation, it is:

RESOLVED, that effective upon the filing of an appropriate Certificate of Ownership and Merger embodying these resolutions with the Secretary of State of Delaware, Lightolier shall be merged into the Corporation (the "Merger"), and the Corporation, as the surviving corporation of the Merger, shall assume all of the obligations of Lightolier;

RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized and empowered to execute a Certificate of Ownership and Merger setting forth a copy of these resolutions, to cause the same to be filed with the Secretary of State of Delaware and a certified copy thereof to be recorded in the office of the Recorder of Deeds of New Castle County, and execute, deliver and file all instruments and documents and to take any and all other actions that they or any of them deem necessary or advisable in order to effect the Merger and the transactions contemplated by these resolutions, including, without limitation, the making of all necessary filings with the State of New York and any other governmental authority and any other third party.

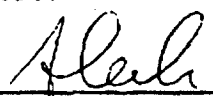
IN WITNESS WHEREOF, the Corporation has caused  
this Certificate of Ownership and Merger to be executed by  
its undersigned officers on the 28th day of December,  
1990.

THE GENLYTE GROUP  
INCORPORATED

By: 

Name: Fred Heller  
Title: Chairman

Attest:

  
Name: Steven Klosk  
Title: Secretary

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 OWNERSHIP, WHICH MERGES:

"LIGHTOLIER INCORPORATED", A NEW YORK CORPORATION,  
WITH AND INTO "THE GENLYTE GROUP INCORPORATED" UNDER THE NAME OF "THE GENLYTE GROUP INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF JANUARY, A.D. 1991, AT 9 O'CLOCK A.M.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

2053434 8100M

001115238

AUTHENTICATION: 0322102

DATE: 03-17-00