



APR 17 1998

Tab sel. 0 1 2 3 4 5 6 7 8 9

To the Honorable Commissioner of Patents

100698075

Receipt for original or copy thereof.

WARD 4-17-98

1. Name of conveying party(ies):

U.S.I. LIGHTING INC.

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

2. Name and address of receiving party(ies)

Name: PRESCOLITE MOLDCAST LIGHTING COMPANY

Internal Address: _____

Street Address: 1251 Doolittle Drive

City: San Leandro State: CA ZIP: 94577

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other CONFIRMATION OF ASSIGNMENT

Execution Date: APRIL 2, 1998

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

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s)

B. Patent No.(s)

4,866,350

4,881,157

5,008,599

Additional numbers attached? Yes No

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

Name: MILTON WOLSON

Internal Address: _____

Street Address: MALINA & WOLSON

60 EAST 42nd STREET

City: NEW YORK State: NY ZIP: 10165

6. Total number of applications and patents involved: 10

7. Total fee (37 CFR 3.41).....\$ 400.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

13-1140

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

04/29/1998 JSHABAZZ 00000127 4866350

DO NOT USE THIS SPACE

FC:581 400.00 DP

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.

MILTON WOLSON

Name of Person Signing

Signature

4/7/98

Date

Total number of pages including cover sheet, attachments, and document: 22

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments

Washington, D.C. 20231

REEL: 9123 FRAME: 0243

SCHEDULE A

<u>Patent No.</u>	<u>Title</u>
4,866,350	High Frequency Fluorescent Lamp System/Thermal Shutdown/Load Status Detection/Voltage Compensation
4,881,157	Adjustable Light Fixture
5,008,599	Power Factor Correction Circuit
5,051,662	Fluorescent Lamp/System/Power Factor Correction
5,331,253	Electronic Ballast for Gaseous Discharge Lamp Operation
5,334,912	Ground Fault Detector and Associated Logic for an Electronic Ballast
5,363,293	Area Lighting System for a Near Uniform Illumination of a Square Horizontal Surface Area without Side Glare and including a Horizontally-Oriented Arc Tube Lamp
5,402,039	Non-Automatic Resetting Thermal-Protected Ballast
5,410,462	Modular Recessed Compact Fluorescent Lamp Fixture
5,424,614	Modified Half-Bridge Parallel-Loaded Series Resonant Converter Topology for Electronic Ballast

**CONFIRMATION OF ASSIGNMENT
OF UNITED STATES PATENTS**

(U.S.I. LIGHTING INC. to
PRESCOLITE·MOLDCAST LIGHTING COMPANY)

WHEREAS, U.S.I. LIGHTING INC., a Delaware corporation, is the recorded owner of the United States patents listed in the annexed Schedule A (the "PATENTS");

WHEREAS, on September 30, 1989, the PATENTS were transferred by U.S.I. LIGHTING INC., pursuant to merger, to JW LIGHTING, INC., a Delaware corporation (EXHIBIT A);

WHEREAS, on October 1, 1989, JW LIGHTING INC. changed its name to U.S.I. LIGHTING INC. (EXHIBIT B);

WHEREAS, on May 19, 1995, U.S.I. LIGHTING INC. changed its name to C·P·M LIGHTING INC. (EXHIBIT C);

WHEREAS, on January 24, 1997, the name of C·P·M LIGHTING INC. was changed to PRESCOLITE·MOLDCAST LIGHTING COMPANY, a Delaware corporation (EXHIBIT D).

NOW, THEREFORE, U.S.I. LIGHTING INC. confirms that as a result of the foregoing transfer and name changes, the PATENTS have been assigned, sold and transferred to

CONFIRMATION OF ASSIGNMENT

U.S.I. LIGHTING INC. TO
PRESCOLITE MOLDCAST LIGHTING COMPANY

Additional Patent Numbers:

5,051,662
5,331,253
5,334,912
5,363,293
5,402,039
5,410,462
5,424,614

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of this 29th day of September, 1989, pursuant to Section 251 of the General Corporation Law of the State of Delaware, among JW Lighting, Inc., a Delaware corporation ("JWI"), and the corporations listed on Annex 1 hereto (the "Corporations"). JWI and the Corporations are referred to below collectively as the "Constituent Corporations".

W I T N E S S E T H :

WHEREAS, each of the Corporations desires to merge into JWI in the sequence and manner hereinafter specified (the "Mergers"); and

WHEREAS, JWI had its certificate of incorporation filed in the office of the Secretary of State of the State of Delaware on August 17, 1967; and

WHEREAS, each of the Corporations had its certificate of incorporation filed in the office of the respective Secretary of State of the State shown on Annex 1 on the date indicated on Annex 1; and

WHEREAS, the registered office of JWI in the State of Delaware is located at 1209 Orange Street in the City of Wilmington, County of New Castle, and the name of its regis-

tered agent at such address is The Corporation Trust Company;

NOW, THEREFORE, the Constituent Corporations, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of the Mergers and mode of carrying the same into effect as follows:

FIRST: Effective September 30, 1989, JWI hereby merges into itself in the sequence specified in Annex 1 each Corporation and each Corporation shall be and hereby is merged in such specified sequence into JWI, which shall be the surviving corporation in the Mergers.

SECOND: The Certificate of Incorporation of JWI, as heretofore amended and as in effect on the date hereof, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving the Mergers.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the Constituent Corporations into the shares of other securities of the surviving corporation shall be as follows:

(a) Each share of common stock of JWI which shall be outstanding on the effective date of this agreement shall continue outstanding as a share of common stock of the surviving corporation.

(b) Each share of common stock of each Corporation which shall be outstanding on the effective date of the Mergers, and all rights in respect thereof,

shall be cancelled. HM Holdings, Inc. ("HMH"), of which each Corporation will be a wholly-owned direct or indirect subsidiary at the effective time of each respective Merger and of which JWI will be a wholly-owned indirect subsidiary at the effective time of each respective Merger, hereby consents to such cancellation and waives receipt of any consideration therefor.

FOURTH: The terms and conditions of the Merger are as follows:

(a) The by-laws of the surviving corporation as they shall exist on the date of this agreement shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) The Mergers of the Corporations shall become effective on September 30, 1989 in the sequence corresponding to the positions of the Corporations on the list attached hereto on Annex 1, but in any event subsequent to the effectiveness of the merger of U.S. Industries Management Services, Inc. into HMH on such date.

(d) Upon each of the Mergers becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of each merged Constituent Corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights and every other interest of the surviving corporation and each merged Constituent Corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and each merged Constituent Corporation, respectively. Each merged Constituent Corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such fur-

ther or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of each merged Constituent Corporation acquired or to be acquired by reason of or as a result of the Merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of each merged Constituent Corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

(e) All rights of creditors and all liens upon any property of the respective Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties (including, without limitation, all obligations under all agreements, leases, indentures, guaranties, notes, bonds and other contracts and instruments) of the respective Constituent Corporations shall, upon effectiveness of each of the respective Mergers, attach to the surviving corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

IN WITNESS WHEREOF, the parties to this agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors, and that fact having been certified on this agreement by the Assistant Secretary of each corporate party hereto, have caused these presents to be executed by the Vice President and attested by the Assistant Secretary of each party hereto as the respective act, deed and agreement of each of said corporations, on this 29th day of September, 1989.

JW LIGHTING, INC.

By: [Signature]
Vice President

ATTEST:

By: Steven Barre
Assistant Secretary of
JW Lighting, Inc.

EACH OF THE CORPORATIONS
LISTED ON ANNEX 1 HERETO

By: [Signature]
Vice President of each of
the Corporations listed
on Annex 1 hereto

ATTEST:

By: Steven Barre
Assistant Secretary of
each of the Corporations
listed on Annex 1 hereto


Agreed and Consented to as to
Paragraph Third (a)(ii):

HM HOLDINGS, INC.

By: [Signature]
Vice President

Assistant Secretary's Certificate

I, Steven C. Barre, Assistant Secretary of each of the Constituent Corporations referred to in the Agreement and Plan of Merger to which this Certificate is attached (the "Agreement") hereby certify that the Agreement was duly approved and authorized by the Board of Directors of each Constituent Corporation, that the Agreement was duly executed on behalf of each Constituent Corporation and that the Agreement was approved by the stockholders of the respective Constituent Corporations in accordance with the laws under which they were formed.



Steven C. Barre
Assistant Secretary

Dated September 29, 1989

ACKNOWLEDGEMENT

STATE OF NEW JERSEY)
: ss.:
COUNTY OF MIDDLESEX)

On this 29th day of September, 1989, before me personally appeared George H. Hempstead, III and Steven C. Barre, to me known, who duly acknowledged to me that they are the Vice President and Assistant Secretary, respectively, of each of the Constituent Corporations referred to in the foregoing Agreement and Plan of Merger (the "Agreement"), that the Agreement was signed on behalf of said Constituent Corporations by authority of their boards of directors or pursuant to their by-laws, that the same is the free act and deed of each said corporation and that the facts stated in the Agreement are true.



Notary Public

KERRILL COYNE
NOTARY PUBLIC - STATE OF NEW JERSEY
My Commission Expires Oct. 11, 1993

ANNEX I

<u>Corporation</u>	<u>State of Incorporation</u>	<u>Date of Incorporation</u>
U.S.I. Lighting, Inc.	Delaware	August 15, 1981
Prescolite Inc.	Delaware	September 25, 1984

I-1

K:\[CO]\51513\0040\733\04049018.140

PATENT
REEL: 9123 FRAME: 0255

State of Delaware

PAGE 1

H. W. SWENSON

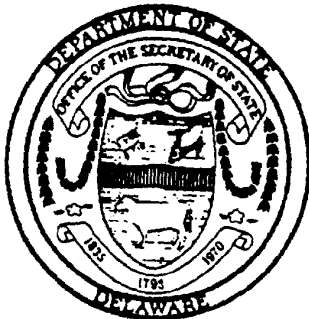
NOV 19



Office of Secretary of State

I, MICHAEL HARRKINS, 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 JW LIGHTING, INC. FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 1989, AT 12:59 O'CLOCK P.M.

1 1 1 1 1 1 1 1 1 1



899272185

Michael Harrkins
Michael Harrkins, Secretary of State

AUTHENTICATION: 2355973

DATE: 10/02/1989

EXHIBIT B

PATENT
REEL: 9123 FRAME: 0256

CERTIFICATE OF AMENDMENT

OF

JW LIGHTING, INC.

* * * * *

JW LIGHTING, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of JW LIGHTING, INC. be amended by changing Article 1. thereof so that, as amended, said Article shall be and read as follows:

"1. The name of the corporation is
U.S.I. Lighting, Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given consent to said amendment in accordance with the provisions of section 228 of the General Corporation Law of the State of Delaware.

THIRD: 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.


FOURTH: This Certificate of Amendment shall be effective on October 1, 1989 at 12:01 A.M.

IN WITNESS WHEREOF, said JW LIGHTING, INC.
has caused this certificate to be signed by
George H. Hempstead, III, its Vice President and attested
by Steven C. Barre, its Assistant Secretary, this 29th day
of September, 1989.

By: 

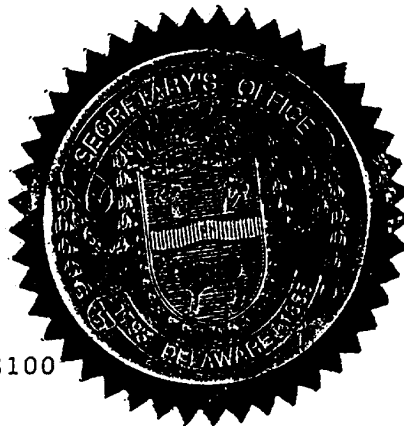
~~George H. Hempstead, III~~
Vice President

Attest:


Steven C. Barre
Assistant 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 AMENDMENT OF "U.S.I. LIGHTING, INC.", CHANGING ITS NAME FROM "U.S.I. LIGHTING, INC." TO "C-P-M LIGHTING, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF MAY, A.D. 1995, AT 3:15 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

0661713 8100

950224076

AUTHENTICATION:

EXHIBIT C

DATE: 7659385

PATENT 29-95

REEL: 9123 FRAME: 0259

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
U.S.I. LIGHTING, INC.

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

RESOLVED, that the Certificate of Incorporation of U.S.I. Lighting, Inc. be amended by changing Article 1. thereof so that, as amended, said Article shall be and read as follows:

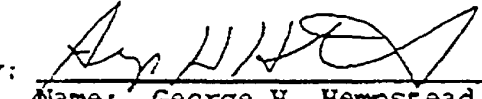
"1. The name of the Corporation is C-P-M Lighting, Inc."

SECOND: That in lieu of a meeting, the sole stockholder of the Corporation has given its consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That said 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 to be signed by George H. Hempstead, III, its Vice President, this 19th day of May, 1995.

U.S.I. LIGHTING, INC.

By: 
Name: George H. Hempstead, III
Title: Vice President

State of Delaware

PAGE 1

Office of the Secretary of State

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 "C-P-M LIGHTING, INC.", CHANGING ITS NAME FROM "C-P-M LIGHTING, INC." TO "PRESCOLITE-MOLDCAST LIGHTING COMPANY", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JANUARY, A.D. 1997, AT 10 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

0661713 8100

971024339

AUTHENTICATION:

EXHIBIT D

8299550

DATE

REEL: 9123 FRAME: 0282-97

**CERTIFICATE OF AMENDMENT
TO THE CERTIFICATE OF INCORPORATION OF
C•P•M LIGHTING, INC.
(CHANGING THE NAME OF SAID CORPORATION
TO PRESCOLITE•MOLDCAST LIGHTING COMPANY)**

Pursuant to the provisions of Section 242 of the Delaware Corporation Law, C•P•M 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 C•P•M Lighting, Inc. Upon the filing of this Certificate of Amendment, the name of the Corporation will be Prescolite•Moldcast Lighting Company.

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

"RESOLVED, that the Certificate of Incorporation of the Corporation be amended by changing Article FIRST thereof so that, as amended, said Article shall be and read as follows:

1. The name of the Corporation is Prescolite•Moldcast Lighting Company."

THIRD: That in lieu of a meeting, the sole stockholder of the Corporation has given its consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

FOURTH: That said 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 to be signed by Don A. Emmons, its President, this 7 day of JANUARY, 1997.

C.P.M LIGHTING, INC.
(TO BE HEREAFTER KNOWN AS
PRESCOLITE-MOLDCAST LIGHTING COMPANY)

By: *Don A. Emmons*
Don A. Emmons
Its President

STATE OF CALIFORNIA)
ALAMEDA COUNTY)

Before me, a notary public in and for said county, in said state, personally appeared Don A. Emmons on this date, who being first duly sworn, did depose, acknowledge and say as follows: (i) that affiant is President of C.P.M Lighting, Inc., a Delaware corporation, named in the foregoing Certificate of Amendment, (ii) that he, as such officer, is authorized and empowered to make this sworn verification and to cause the Certificate of Amendment to be executed, acknowledged and filed for record on behalf of the corporation, and (iii) that he, as President of C.P.M Lighting, Inc., is familiar with the contents of the foregoing Certificate of Amendment as the act and deed of said corporation, and the matters set forth therein are true.

Given under my hand and official seal, this the 7th day of January, 1997.

Isabel Amaya Welch
Notary Public
My Commission Expires Aug. 15, 1997

[Notary Seal]

