

06-18-2002



ER SHEET

TO THE HONORABLE COMMISSIC 102126235  
Please record the attached original documents or copy thereof.

6-10-02 Attorney Docket No.50010/267378:

1. Name of conveying party(ies):  <b>L &amp; C Spinco, Inc.</b>  Additional names of conveying party(ies) attached? <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	2. Name and address of receiving party(ies):  Name: <b>Acuity Brands, Inc.</b> Street Address: <b>1420 Peachtree Street, NE</b> City, State, Zip: <b>Atlanta, Georgia 30909-3002</b>  Additional name(s) and address(es) attached? <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
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3. Nature of conveyance:

Assignment	Merger	Other
Security Agreement	<input checked="" type="checkbox"/> Change of Name	

Execution Date:

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): 09/544,307

B. Patent No.(s):

JUN 10 2002

Additional numbers attached?  YES  NO

5. Name and address of party to whom correspondence concerning document should be mailed:  <b>John S. Pratt, Esq. KILPATRICK STOCKTON LLP 1100 Peachtree Street, Suite 2800 Atlanta, Georgia 30309-4530 (404) 815-6528</b>	6. Total number of applications and patents involved: 1
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7. Total fee (37 CFR 3.41): \$40.00  Enclosed  Authorized to be charged to Deposit Account.  
\*\*\*\*\*  
The Commissioner is hereby authorized to charge any additional fees which may be required, or credit any overpayment, to Deposit Account No. 11-0855  
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8. Deposit account number: 11-0855 (Attach duplicate copy of this form if paying by deposit account)

9. 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.

*Geoff L. Sutcliffe*  
Geoff L. Sutcliffe

June 5, 2002 Date

Total Number of Pages Including Cover Sheet, Attachments, and Document:

CERTIFICATE OF MAILING UNDER 37 CFR 1.8

I hereby certify that this correspondence, along with any paper referred to as being attached or enclosed, is being deposited with the United States Postal Service on this 5<sup>th</sup> day of June 2002 with sufficient postage as first-class mail in an envelope addressed to Box Assignment, Commissioner for Patents, Washington, D.C. 20231

*Debra Roberts*

06/17/2002 6TON11 00000256 09544307  
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State of Delaware  
Office of the Secretary of State

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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 "I. & C. SPINCO, INC.", CHANGING ITS NAME FROM "I. & 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

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010586534

AUTHENTICATION: 1455021

DATE: 11-19-01

**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.

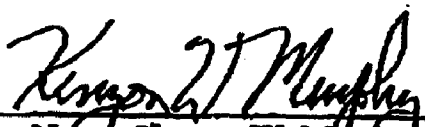
The name of the corporation (which is hereinafter referred to as the "Corporation") is Acuity Brands, Inc."

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.

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

L & C SPINCO, INC.

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

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