

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/01/2009

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Sensor Switch, Inc.		08/28/2009	CORPORATION: CONNECTICUT

**RECEIVING PARTY DATA**

Name:	Acuity Brands Lighting, Inc.
Street Address:	One Lithonia Way
Internal Address:	Finance Building
City:	Conyers
State/Country:	GEORGIA
Postal Code:	30012
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Registration Number:	3084431	SENSOR SWITCH
Registration Number:	3412068	WALLPOD
Registration Number:	3398996	NLIGHT

**CORRESPONDENCE DATA**

Fax Number: (404)541-3372  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 404-815-6500  
 Email: brook@kilpatrickstockton.com  
 Correspondent Name: William H. Brewster  
 Address Line 1: 1100 Peachtree Street, Suite 2800  
 Address Line 4: Atlanta, GEORGIA 30309

ATTORNEY DOCKET NUMBER: 50255/099426

**900144788**

**TRADEMARK  
 REEL: 004074 FRAME: 0755**

**OP \$90.00 3084431**

NAME OF SUBMITTER:	Michael W. Rafter
Signature:	/mwr/
Date:	10/07/2009
<b>Total Attachments: 5</b> source=Merger - Sensor Switch to Acuity Brands Lighting#page1.tif source=Merger - Sensor Switch to Acuity Brands Lighting#page2.tif source=Merger - Sensor Switch to Acuity Brands Lighting#page3.tif source=Merger - Sensor Switch to Acuity Brands Lighting#page4.tif source=Merger - Sensor Switch to Acuity Brands Lighting#page5.tif	

# Delaware

PAGE 1

## The First State

I, JEFFREY W. BULLOCK, 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:

"SENSOR SWITCH, INC.", A CONNECTICUT CORPORATION,  
WITH AND INTO "ACUITY BRANDS LIGHTING, INC." UNDER THE NAME OF "ACUITY BRANDS LIGHTING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF AUGUST, A.D. 2009, AT 1:51 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF SEPTEMBER, A.D. 2009, AT 12 O'CLOCK A.M.

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



3409762 8100M

090821350

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7503122

DATE: 08-31-09

TRADEMARK  
REEL: 004074 FRAME: 0757

**CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
SENSOR SWITCH, INC.  
WITH AND INTO  
ACUITY BRANDS LIGHTING, INC.**

Pursuant to Section 253 of the Delaware General Corporation Law, the undersigned, the duly elected and acting Corporate Secretary of Acuity Brands Lighting, Inc., a Delaware corporation (the "Company"), hereby certifies to the following information relating to the merger (the "Merger") of Sensor Switch, Inc., a Connecticut corporation (the "Subsidiary"), with and into the Company:

**FIRST:** The Company was incorporated in the State of Delaware on July 3, 2001 pursuant to the provisions of the Delaware General Corporation Law.

**SECOND:** The Company owns 100% of the issued and outstanding shares of the Class A Common Stock (the "Common Stock") of the Subsidiary, which was incorporated in the State of Connecticut on May 14, 1987 pursuant to the provisions of the Connecticut Business Corporation Act. The Common Stock constitutes the only outstanding class of capital stock of the Subsidiary.

**THIRD:** Subsidiary is hereby merged with and into the Company.

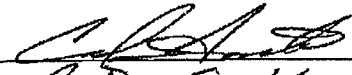
**FOURTH:** The board of directors of the Company duly adopted, by written consent in lieu of a meeting on the 28<sup>th</sup> day of August, 2009, the resolutions attached hereto as Exhibit A to effect the Merger, with the Company to be the surviving corporation thereof.

**FIFTH:** This Certificate of Ownership and Merger shall be effective as of September 1, 2009 at 12:00 a.m. Eastern Standard Time.

**[Remainder of this page intentionally left blank.]**

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Ownership and Merger as of August 28, 2009.

Acuity Brands Lighting, Inc.

By:   
Name: C. Dan Smith  
Title: VP, Treasurer & Secretary

**EXHIBIT A**  
**CONSENT ACTION**  
**OF**  
**THE BOARD OF DIRECTORS**  
**OF**  
**ACUITY BRANDS LIGHTING, INC.**  
**TAKEN BY UNANIMOUS WRITTEN CONSENT**  
**IN LIEU OF A MEETING**

Pursuant to Section 141(f) of the Delaware General Corporation Law, the undersigned, being all of the directors of Acuity Brands Lighting, Inc. (the "Corporation"), do hereby unanimously consent to and adopt the following resolutions as the actions of the Board of Directors (the "Board of Directors") of the Company in lieu of a meeting and hereby direct that this written consent be filed with the minutes of the proceedings of the Board.

**STATEMENT OF FACTS**

**WHEREAS**, the Board of Directors of the Corporation believes it is in the Corporation's best interests to merge Sensor Switch, Inc., a Connecticut corporation (the "Subsidiary"), with and into the Corporation pursuant to Section 253 of the Delaware General Corporation Law;

**WHEREAS**, the Corporation lawfully owns 100% of the issued and outstanding Class A Common Stock ("the Common Stock") of the Subsidiary; and

**WHEREAS**, the Common Stock constitutes the only outstanding class of capital stock of the Subsidiary.

**RESOLUTIONS OF THE DIRECTORS**

**NOW, THEREFORE, BE IT RESOLVED**, that the Subsidiary shall be merged with and into the Corporation (the "Merger"), with the Corporation being the surviving corporation of the Merger (the "Surviving Corporation");

**BE IT FURTHER RESOLVED**, that the effective time of the Merger (the "Effective Time") shall be September 1, 2009 at 12:00 a.m. Eastern Standard Time;

**BE IT FURTHER RESOLVED**, that at the Effective Time, the Surviving Corporation shall assume all of the Subsidiary's liabilities and obligations, its identity, existence, rights, privileges, powers, franchises, properties and assets, and the identity and separate existence of the Subsidiary shall cease and all rights, privileges, powers, franchises, properties and assets of the Subsidiary, including its rights, privileges, and powers as a shareholder of its subsidiaries, shall be vested in the Surviving Corporation;

**BE IT FURTHER RESOLVED**, that from and after the Effective Time until amended as provided by law, the Certificate of Incorporation and the Bylaws of the Surviving Corporation shall be the Certificate of Incorporation and the Bylaws of the Corporation as in effect immediately prior to the Merger;

**BE IT FURTHER RESOLVED**, that the preceding resolutions relating to the Merger may be rescinded by the Board of Directors at any time before the Effective Time;

**BE IT FURTHER RESOLVED**, that from and after the Effective Time the officers and members of the board of directors of the Surviving Corporation shall be the officers and members of the board of directors of the Corporation holding office immediately prior to the Merger;

**BE IT FURTHER RESOLVED**, that the Proper Officers of the Corporation, acting either alone or together, hereby are authorized, in the name and on behalf of the Corporation, and under its corporate seal or otherwise, to execute and to deliver any and all documents, including a Certificate of Ownership and Merger to be filed with the Delaware Secretary of State, a Certificate of Merger to be filed with the Connecticut Secretary of State, and such filings with other Secretary of State offices as may be applicable to record the Merger, and to do or cause to be done all such acts and things as such Proper Officers, or any of them, may deem necessary, appropriate or desirable in order to enable the Corporation fully and promptly to carry out the purposes and intent of the foregoing resolutions;

**BE IT FURTHER RESOLVED**, that the Proper Officers of the Corporation, acting either alone or together, are each hereby authorized and empowered to make, execute and deliver for and in the name of the Corporation, as the sole shareholder of the Subsidiary, any and all documents, including a plan of merger, and such filings with Secretary of State offices as may be applicable to record the Merger and each Proper Officer is further authorized to take all such further actions and execute and deliver for and in the name of the Corporation, as the sole shareholder of the Subsidiary, all such instruments, certificates, agreements, and documents as may be necessary, appropriate, desirable and required in order to carry out the intent and purposes of the terms of such plan of merger;

**BE IT FURTHER RESOLVED**, that as used herein, "Proper Officers" shall mean the Chairman of the Board, the Corporate Secretary, the President, the Chief Executive Officer, the Chief Financial Officer or any Assistant Secretary;

**BE IT FURTHER RESOLVED**, that any action heretofore taken or deed done by the Proper Officers, and any person or persons designated and authorized to act by the Proper Officers, to facilitate the actions contemplated by these resolutions is hereby approved, ratified, confirmed and adopted, and the Proper Officers are authorized to take and do such further acts and deeds, and to execute and deliver, for and in the name of the Corporation, such other agreements, documents, papers, certificates, and instruments as such Proper Officers deem to be necessary, appropriate, advisable or required in order to effectuate the purpose and intent of these resolutions and to consummate the actions contemplated by these resolutions, and the taking of any such acts and deeds, and the execution and delivery of any such agreements, documents, papers and instruments are hereby approved, ratified, confirmed and adopted; and

**BE IT FURTHER RESOLVED**, that the Proper Officers be, and each of them acting individually hereby is, authorized and directed to file with the records of the Corporation each of the agreements, documents, papers, certificates, and instruments referred to in the preceding resolutions.

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