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DEPARTMENT OF COMMERCE  
Patent and Trademark Office  
SHEET RECEIVED  
APR 17 1998  
RECEIPT ACTING DIV.

Tab settings

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

1. Name of conveying party(ies):

Crain Industries, Inc.

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 23, 1997

2. Name and address of receiving party(ies)

Name: Foamex L.P.

Internal Address: \_\_\_\_\_

Street Address: 1000 Columbia Avenue

City: Linwood State: PA ZIP: 19061

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership Delaware
- 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 patent number(s):

A. Trademark Application No.(s)

74/688,718

B. Trademark Registration No.(s)

Additional numbers attached?  Yes  No

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

Name: Kim A. Walker

Internal Address: Willkie Farr & Gallagher

Street Address: One Citicorp Center

153 East 53rd Street

City: New York State: NY ZIP: 10022

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

8. Deposit account number:

23-2405

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

05/11/1998 ISHABAZZ 00000019 232405 74688718  
Sale Ref: 00000019 DAW: 232405 74688718  
01 EC:481 40.00 CH

DO NOT USE THIS SPACE

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.

Kim A. Walker  
Name of Person Signing

Kim A. Walker  
Signature

4/6/98  
Date

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

TRADEMARK

REEL: 1724 FRAME: 0452

**ASSIGNMENT OF TRADEMARKS**

This Assignment is made this 23<sup>rd</sup> day of December, 1997 between Crain Industries, Inc., a Delaware corporation having its principal place of business at 101 South Hanley Road, St. Louis, Missouri 63105 ("Assignor"), and Foamex L.P., a Delaware limited partnership having its principal place of business at 1000 Columbia Avenue, Linwood, Pennsylvania 19061 ("Assignee").

WHEREAS, Assignor owns all right, title and interest in and to the trademarks and the applications and registrations therefor on the Principal Register of the United States Patent and Trademark Office and the trademark offices of the indicated countries listed on Exhibit A hereto (collectively the "Marks") and wishes to assign the Marks and the goodwill associated therewith to Assignee; and

WHEREAS, Assignee is desirous of acquiring all Assignor's right, title and interest in and to the Marks and the goodwill associated therewith.

NOW THEREFORE, in consideration of the mutual conditions and agreements set forth in that certain Agreement and Plan of Merger, dated as of December 8, 1997, by and between Foamex International Inc. and Crain Holdings Corp., among others, and for other good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, Assignor does hereby assign, sell and transfer to Assignee all its right, title and interest in and to the Marks and the goodwill associated therewith together with the right to recover damages and profits and all other remedies for past infringements thereof.

IN WITNESS WHEREOF, the undersigned has executed this Assignment as of the date hereof.

CRAIN INDUSTRIES INC.

By: *George L. Karpinski*  
Name: **George L. Karpinski**  
Title: **Vice President**

ACKNOWLEDGED AND ACCEPTED  
AS OF THE DATE SET FORTH ABOVE

Foamex L.P.

By: *George L. Karpinski*  
Name: **George L. Karpinski**  
Title: **Vice President**

STATE OF NEW YORK )  
 )  
COUNTY OF NEW YORK )

On this 23<sup>rd</sup> day of December, 1997, personally appeared before me George Karpinski  
known to me to be Vice Pres. of Crain Industries, Inc., who acknowledged that he/she  
signed this instrument as a free act on behalf of Crain Industries, Inc.

Lisa R. Walters  
Notary Public

My commission expires 7/7/99

LISA R. WALTERS  
NOTARY PUBLIC, State of New York  
No. 01WA5081526  
Qualified in Kings County  
Commission Expires July 7, 1999

STATE OF NEW YORK )  
 )  
COUNTY OF NEW YORK )

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Lisa R. Walters  
Notary Public

My commission expires 7/7/99

LISA R. WALTERS  
NOTARY PUBLIC, State of New York  
No. 01WA5081526  
Qualified in Kings County  
Commission Expires July 7, 1999

**EXHIBIT A**

<u>Mark</u>	<u>Registration (Serial) Number</u>
K-9 DESIGN (U.S.)	(75/243,401)
RENEW (U.S.)	1,737,430
COMFORT SLEEPER (U.S.)	1,900,671
COMFORT SLEEPER and Design (U.S.)	1,371,327
DREAM REST (U.S.)	1,935,445
SLEEP TESTED and Design (U.S.)	1,974,192
BODY ZONE (U.S.)	1,797,019
COMFORT CLINIC (U.S.)	1,841,861
DREAM SLEEPER (U.S.)	2,088,085
SLEEP SOLUTIONS (U.S.)	(74/620,270)
COMFORT THERAPY (U.S.)	(74/688,718)
COMFORT STYLES (U.S.)	(74/722,169)
COMFORT MED (U.S.)	(75/116,303)
FORMACEL (U.S.)	(75/029,036)
FORMALUX (U.S.)	(75/029,035)
MULTI-COMFORT (U.S.)	(74/536,178)
COMFORT CUTS (U.S.)	(75/029,037)
THERA COMFORT (U.S.)	(74/722,171)
THERA CARE (U.S.)	(74/720,631)
THERASLEEP (U.S.)	2,094,103
COMFORT CLUB (U.S.)	(74/722,170)
COMFORLUX (U.S.)	(74/595,286)

VERTIFOAM (U.S.)	1,414,737
WRITE ANGLE (U.S.)	1,683,448
PATIO PADS (U.S.)	1,696,958
ENVIRO-CURE (U.S.)	1,832,201
K-9 KOUCH (U.S.)	1,720,330
K-9 KOUCH and Design (U.S.)	1,720,331
ULTRA-MAX BY CRAIN (U.S.)	1,253,759
RESTORE (U.S.)	1,764,570
BODY ZONE (Australia)	621,369
COMFORT CLINIC (Australia)	641,648
COMFORT CLINIC (Australia)	613,877
PEACE 'N QUIET (Australia)	621,370
COMFORT CLINIC (Benelux)	574,754
COMFORT CLINIC (Canada)	(739,285)
SLEEP SOLUTIONS (Canada)	(787,235)
DREAM SLEEPER (Canada)	(798,322)
MULTI-COMFORT (Canada)	TMA469,433
COMFORT SLEEPER (Canada)	TMA470,620
RENEW (Canada)	TMA440,431
COMFORT CLINIC (Costa Rica)	95,499
COMFORT SLEEPER (Costa Rica)	99,588
DREAM SLEEPER (France)	95/598,954
COMFORT CLINIC (France)	93/488,152

COMFORT CLINIC (Germany)	2,078,170
COMFORT CLINIC (Japan)	3,200,511
DREAM REST (Mexico)	(231,704)
COMFORT CLINIC (Mexico)	(243,744)

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