

9-31-99

FORM PTO-1618A
Expires 06/30/99
OMB0651-0027

10-04-1999

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



101160656

BT

99 377 27

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission Document ID# (Non-Recordation)
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other Release of Trademark Security Agreement

Effective Date
Month Day Year
5/14/99

4090 21

Conveying Party

Mark if additional names of conveying parties attached

Name First Source Financial LLP, as Agent

Execution Date
Month Day Year

5/14/99

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization Illinois

Receiving Party

Mark if additional names of receiving parties attached

Name Sleepmaster, L.L.C.

DBA/AKA/TA

Composed of

Address (line 1) 2001 Lower Road

Address (line 2)

Address (line 3) Linden NJ 07036

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership Corporation Association

Other limited liability company

Citizenship/State of Incorporation/Organization New Jersey

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

DUR\ARTC\INTP\242183_1

TRADEMARK
REEL: 001969 FRAME: 0167

01/01/1999 JSH/00000019 409027

01 FC:481
02 FC:482

Domestic Representative Name and Address

Enter for the first Receiving Party Only.

Name N/A

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number (919) 286-8000

Name Mark H. Webbink

Address (line 1) Moore & Van Allen, PLLC

Address (line 2) 2200 West Main Street

Address (line 3) Suite 800

Address (line 4) Durham, NC 27705-4658

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 7

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<u></u>	<u></u>	<u></u>	<u>409,026</u>	<u>656,441</u>	<u></u>
<u></u>	<u></u>	<u></u>	<u>638,767</u>	<u>668,680</u>	<u></u>
<u></u>	<u></u>	<u></u>	<u>651,481</u>	<u>1,100,213</u>	<u></u>

Number of Properties Enter the total number of properties involved. # 6

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 165.00

Method of Payment: Enclosed Deposit Account
Deposit Account (any deficiency)
(Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: # 13-4365
Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Mark H. Webbink
Name of Person Signing

[Signature]
Signature

9/28/99
Date Signed

RELEASE OF TRADEMARK SECURITY AGREEMENT

This Release is made as of this 14th day of May, 1999, by FIRST SOURCE FINANCIAL LLP, an Illinois limited liability partnership ("FSFP"), in its capacity as agent ("Agent") for itself as a lender and all other lenders, having an office at 2850 West Golf Road, 5th Floor, Rolling Meadows, Illinois 60008 in favor of SLEEPMASTER, L.L.C., a New Jersey limited liability company ("Sleepmaster"), having an office at 2001 Lower Road, Linden, New Jersey 07036.

For good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Agent, for the benefit of Sleepmaster, hereby unconditionally and expressly releases, terminates and extinguishes all liens and security interest it may have upon and reassigns, transfers and conveys to Sleepmaster any and all right, title and interest in and to (a) all now owned or existing or hereafter arising trademarks, registrations of trademarks and applications for registration, including any of the foregoing listed on Schedule A attached hereto and all renewals thereof (b) all goodwill connected with and symbolized by any of the foregoing and (c) all other collateral in which liens and security interests were established under and pursuant to that certain Agreement (Trademark) dated as of November 14, 1996, and recorded with the United States Patent and Trademark Office on January 3, 1997 at Reel 1542, Frame 0362. FSFP agrees that it will execute all such further documents as may be reasonably requested by Sleepmaster to carry out the transactions contemplated hereunder.

This Release shall be binding upon Agent's legal representatives, assigns and successors.

FIRST SOURCE FINANCIAL LLP,
an Illinois registered limited liability
partnership, as Agent

By: First Source Financial, Inc., its
Agent/Manager

By: *M. S. Ault*
Name: *Maurice S Ault*
Title: *Vice President*

Acknowledged and agreed:

SLEEPMASTER, L.L.C., a New Jersey
limited liability company

By: *[Signature]*
Name: *James P. Hosciga*
Title: *Executive Vice President*

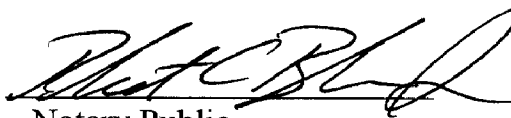
STATE OF Illinois)

) SS:

COUNTY OF Cook)

I, Robert C. Baker Jr, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Marcos Ault, personally known to me to be Vice President of FIRST SOURCE FINANCIAL, INC, an Illinois limited liability partnership, who is personally known to me to be the same person whose name is subscribed to the foregoing Release, appeared before me this day in person and acknowledged that he signed and delivered the said Release as his free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

GIVEN under my hand and seal this 14th day of May, 1999.


Notary Public

My commission expires:

6/28/02



[NOTARIAL SEAL]

SCHEDULE A

RELEASE OF TRADEMARKS

U.S. TRADEMARKS

<u>MARK</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
SLEEPMASTER (Stylized)	409,026	09/12/44
ORTHOFOAM (Stylized)	638,767	12/18/56
POSTURE-MASTER	651,481	09/10/57
STYLEMASTER	656,441	12/31/57
ZEPHYR	668,680	10/21/58
STACKMASTER	1,100,213	08/22/78

U.S. PENDING TRADEMARK APPLICATIONS

NONE

TRADEMARK APPLICATIONS IN PREPARATION

NONE

TRADEMARK LICENSES

NONE