

MRS 11-1-99

RE 11-04-1999



Tab settings

To the Honorable Commissioner of I

101191419

attached original documents or copy thereof.

1. Name of conveying party(ies):

The Pillow Factory, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Encompass Group, L.L.C.

Internal Address: _____

Street Address: 615 Macon Road

City: McDonough State: GA ZIP: 30253

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Georgia
 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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: August 3, 1999

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

A. Trademark Application No.(s)

75/285,641	75/519,790
75/519,787	75/519,791
75/519,788	75/519,792
75/519,789	75/542,603

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

1,495,827	2,160,465	2,231,785
1,736,665	2,160,466	2,253,120
1,792,639	2,198,094	2,253,121
	2,231,784	

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

Name: Robert B. Kennedy

Internal Address: Kennedy, Davis & Hodge LLP

Street Address: Five Concourse Parkway
Suite 900

City: Atlanta State: GA ZIP: 30328

6. Total number of applications and registrations involved: 18

7. Total fee (37 CFR 3.41).....\$ 720.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
11-0553 (deficiencies only)

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

11/03/1999 DNGUYEN 00000299 75245641

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.

Robert B. Kennedy
 Name of Person Signing

Signature

Date: 8/27/99

Total number of pages including cover sheet, attachments, and document: 3

11/03/1999 DNGUYEN 00000299 75245641 (\$255.00 CR)

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

TRADEMARK

REEL: 001984 FRAME: 0326

ASSIGNMENT

WHEREAS, THE PILLOW FACTORY, INC., a corporation of the State of Illinois and doing business at 1445 Armour Boulevard, Mundelein, IL 60060, has adopted and used in its business the following listed trademarks which are registered, or for which application to register have been file, in the United States Patent and Trademark Office, under the registration numbers or application numbers as shown:

<u>U.S. TRADEMARK</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
HUG-A-BUDDY	2,160,466	05/26/98
HUG-A-BUDDY JR.	2,160,465	05/26/98
HUG-A-BUDDY	1,792,639	09/14/93
SRC 2000	2,198,094	10/20/98
VELVETY SLEEP	2,231,785	03/16/99
SATINY COMFORT	2,231,784	03/16/99
HOUSEKEEPER'S CHOICE	2,253,120	06/15/99
HOUSEKEEPER'S PRIDE	2,253,121	06/15/99
SOFFILL	1,495,827	07/12/88
ZIP N'SAVE	1,736,665	12/01/92

<u>U.S. TRADEMARK</u>	<u>APPLICATION SERIAL NO.</u>	<u>FILING DATE</u>
FRESH START	75/285,641	05/02/97
OXFORD COLLECTION	75/519,792	07/16/98
SCENTUAL SLEEP	75/519.791	07/16/98
MiraLUXE	75/519,790	07/16/98
MiraGUARD	75/519,789	07/16/98
AROMATHERAPY COMFORT	75/519,788	07/16/98
THE PILLOW FACTORY	75/519,787	07/16/98

WHEREAS, ENCOMPASS GROUP, L.L.C., a Delaware Limited Liability Corporation, doing business at 615 Macon Road, McDonough, GA 30253, has entered into a contract dated July 30, 1999 to acquire the aforesaid business including said trademarks listed above;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by The Pillow Factory, Inc., be it known The Pillow Factory, Inc. does hereby assign and transfer, effective July 30, 1999, to the said Encompass Group, L.L.C., its successors and assigns, the entire right, title and interest in and to the trademarks and their registrations or applications to register, listed above, and the goodwill and good name of the business conducted under the above-listed trademarks.

EXECUTED THIS 30th day of July, 1999.

THE PILLOW FACTORY, INC., a Corporation of the State of Illinois

Signature: Michael D. Green
Michael D. Green, President

ATTEST:

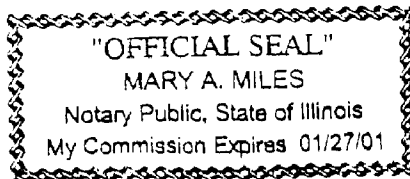
STATE OF ILLINOIS :

COUNTY OF LAKE :

BEFORE ME, the undersigned authority, on this day personally appeared Michael D. Green, President, of THE PILLOW FACTORY, INC., a corporation of the State of Illinois, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated, and as the act and deed of said corporation.

GIVEN under my hand and seal of office this 30th day of July, 1999.

Mary A. Miles
Notary Public



PFC-A-01.TMA