

08-23-2000

FORM PTO-1594
1-31-92 □

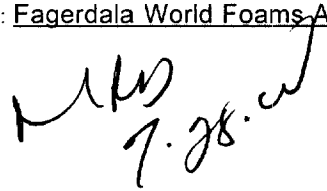
RE:



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101439924

BOX ASSIGNMENTS; Commissioner of Patents and Trademarks, Washington, D.C. 20231
Please record and index the attached original documents or copy thereof.

1. Name of conveying party(ies): <u>Fagerdala World Foams AB.</u> Swedish Corporation 	2. Name and address of receiving party(ies): Name: <u>Dan-Foam A/S</u> Address: <u>Homelund 43 DK-5560, Aaryp-Fyn DENMARK</u> Type of Company: <u>Corporation</u> Corporation-Country: <u>Denmark</u> If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designation must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No
3. Nature of Conveyance: <u>Assignment</u> Execution Date: <u>December 29, 1999</u>	

4. A. Trademark Application No.(s)	B. Trademark Registration No.(s) <u>1,926,469, 1,853,088 and 1,924,637</u>
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Additional numbers attached? Yes No

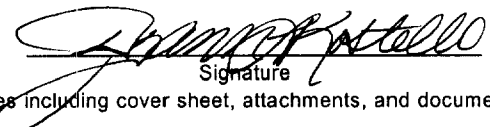
5. Name and address of party to whom correspondence concerning document should be mailed: Dyann L. Kostello Michael Best & Friedrich LLP Suite 3300 100 East Wisconsin Avenue Milwaukee, WI 53202-4108	6. Total number of applications and registrations involved: <u>3</u> 7. Total fee (37 CFR 3.41):.....\$ <u>90.00</u> <input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Deficiencies in fee charged to deposit account 8. Deposit account number: <u>13-3080</u>
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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.

Dyann L. Kostello
Name of Person Signing

 July 28, 2000
Signature Date

Total number of pages including cover sheet, attachments, and document: 2

OMB No. 0951-0011 (exp. 4/94)TFORM/TMASSIGN

Attorney File 70163/9016

United States Postal Service Express Mail Mailing Label No. EL417145858US

cc: Docketing

08/22/2000 MTHAI1 00000275 1924637

01 FC:481 40.00 DP
02 FC:482 50.00 DP

TRADEMARK
REEL: 002123 FRAME: 0741

This Trademark Assignment ("Agreement") dated December 28, 1999 is made between and among Fagerdala World Foams AB, trading as Fagerdala and being located in Sweden (FD) and Dan-Foam A/S, trading as Dan-Foam and being located in Denmark (DF).

FD is the owner of certain Tempur product related trademarks used by Tempur Pedic, Inc., a U. S. corporation. It is the parties' intention to effect the sale of the Tempur family of trademarks from FD to DF to be utilized for the benefit of Tempur-World, Inc. (TWI), the planned merged company consisting primarily of Dan-Foam A/S, certain newly formed European subsidiaries and Tempur-Pedic, Inc. A goal of TWI is to maximize the development, growth and profitability of the Tempur products. Thus, an important part of the plan to achieve these goals requires TWI to control the trademarks through its subsidiary, DF.

Therefore, for good and valuable consideration, the receipt of which is hereby acknowledged by FD, the parties have agreed to the assignment set forth below.

AGREEMENT

- FD hereby sells, assigns and transfers to Dan-Foam A/S, its successors and assigns, all of FD's rights, interests, and title to the Marks, as identified below, together with the goodwill of the business symbolized by said Marks. The present assignment includes any rights FD may have to sue for past infringements and to collect proceeds from such infringements. The present assignment is effective as of the date of this Agreement. The Marks include all trademarks including the word "Tempur", including without limitation, the marks subject to the following registrations:

Mark	Reg. No.	Registration Date
TEMPUR (U.S.)	1,926,469	October 10, 1995
TEMPUR(Canada)	515,449	August 26, 1999
TEMPUR-PEDIC (U.S.)	1,853,088	September 6, 1994
TEMPUR-PEDIC (Canada)	515,469	August 26, 1999
TEMPUR MED (U.S.)	1,924,637	October 3, 1995
TEMPUR MED (Canada)	515,468	August 26, 1999

- The parties agree that this transaction represents a complete transfer of all Tempur related trademarks and that Tempur-World, Inc., through its subsidiaries, will have the exclusive rights to use the Tempur name and all related trademarks throughout the world.

5. The purchase price consideration for the Marks is to be DKK 50,000,000 payable in three installments as follows:


Date Payment Due	Amount.
December 31, 1999	DKK 25,000,000
January 31, 2000	DKK 12,500,000
March 31, 2000	DKK 12,000,000

The purchase price payments shall consist of either cash payments to FD or an offset of existing liabilities between the parties, if any, as mutually agreed by the parties.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on December 29, 1999.

Fagerdala World Foams AB
(FD)

For and on behalf of
Dan-Foam AS
(DF)



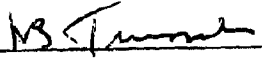
Dag Landvik




Knud Erik Hansen

Witnessed

Witnessed



Robert B. Trussell Jr
Name
12/30/99
Date



KIRSTEN AHLMANN OLSEN
Name
29/12 1999
Date