



RECOI

04-04-2001

SHEET

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

03-14-2001



U.S. Patent & TMOs/TM Mail Rpt Dt. #57

To the Honorable Commissioner of Patent

101667999

ached original documents or copy thereof.

1. Name of conveying party(ies): **3.14.01**  
**INSTINCTS, INC.**  
**600 S. Holly Street**  
**Denver, Colorado 80246**

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

2. Name and address of receiving party(ies)  
Name: **NATIONAL BEDDING COMPANY,**  
**dba SERTA MATTRESS COMPANY**  
Internal Address:  
Street Address: **5401 Trillium Blvd., Ste.**  
**250**  
City: **Hoffman Estates** STATE: **IL** ZIP: **60192**

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State **ILLINOIS**  
 Other \_\_\_\_\_

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

3. Nature of conveyance:

Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_

Execution Date: **December 31, 2000**

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)

B. Trademark Registration No.(s)

**THE MATTRESS FACTORY (#1,088,372)**

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
**Mr. Sigi Hinojosa**  
Name: **Buchalter, Nemer, Fields & Younger**  
Internal Address: \_\_\_\_\_  
Street Address: **601 South Figueroa Street, 24th Floor**  
City: **Los Angeles** State: **California** ZIP: **90017**

6. Total number of application(s) registration(s) involved:  1

7. Total fee (37 CFR 3.41) ..... **40.00**

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
**20-0052**

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

04/03/2001 AHMED1 00000184 200052 1088372

01 FC: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.

**MR. SIGI HINOJOSA**  
Name of Person Signing

Signature

**March 12, 2001**  
Date

**Christine E Wilson**  
Total number of pages including cover sheet, attachments, and document:

MEMORANDUM OF SECURITY INTEREST  
IN TRADEMARKS AND GOODWILL

INSTINCTS, INC., a Colorado corporation, whose address is 600 S. Holly Street, Denver, Colorado 80246 (the "Debtor"), does hereby grant to NATIONAL BEDDING COMPANY, an Illinois corporation, dba SERTA MATTRESS COMPANY, whose address is 5401 Trillium Boulevard, Suite 250, Hoffman Estates, Illinois 60192 (the "Secured Party"), a security interest in and to all of Debtor's right, title and interest in and to all trademarks, trademark registrations, tradenames, service marks and trademark applications which are identified on *Schedule 1* attached hereto and herein incorporated by this reference (the "Trademarks"), together with the goodwill and assets of the business owned by Debtor to which such Trademarks are appurtenant and all actions for infringement concerning the foregoing.

The terms and conditions of the security interest granted hereby are contained in that certain Security Agreement, dated as of even date herewith (the "Agreement"), between Debtor and Secured Party as security for Debtor's performance of Debtor's obligations as set forth in the Agreement and other agreements referred to therein. Nothing contained in this Memorandum of Security Interest in Trademarks and Goodwill shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Secured Party may have in any other collateral described in the Agreement or otherwise.

IN WITNESS WHEREOF the undersigned have executed this document as of the 31st day of December, 2000.

INSTINCTS, INC.,  
a Colorado corporation

By: 

Name: David B. Clark

Title: President

NATIONAL BEDDING COMPANY, an Illinois  
corporation, dba Serta Mattress Company

By: 

Name: JAMES F. POLANK

Title: VP - CFO.

**SCHEDULE 1**

**INTELLECTUAL PROPERTY**

1. Federal Registrations:

- (a) Mark: THE MATTRESS FACTORY, together with the goodwill associated with such mark  
Registration No.: 1,088,372  
Date of Registration: 3/28/78

*D.B.C.*