

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Eugene V. Fitzpatrick

- 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: Louisville Bedding Company

Internal

Address:

Street Address: 10400 Bunsen Way

City: Louisville State: KY Zip: 40299

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- 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 20, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1829440

Additional number(s) attached Yes No

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

Name: Karen L. Lynd

Internal Address: Greenebaum Doll & McDonald PLLC

3300 National City Tower

Street Address: 101 South Fifth Street

City: Louisville State: KY Zip: 40202

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:

50-0976

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

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.

Karen L. Lynd

Name of Person Signing

Karen L. Lynd

Signature

September 10, 2001

Date

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

6

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

EXHIBIT 2

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT, dated as of August 20, 2001, is from the ESTATE OF **EUGENE V. FITZPATRICK** ("Assignor"), with Mildred Fitzpatrick¹ acting as Assignor's Personal Representative, to Louisville Bedding Company, a(n) Delaware corporation with a business address of 10400 Bunsen Way, Louisville, KY 40299 ("Assignee").

WITNESSETH:

WHEREAS, Assignor is sole owner of the exclusive right, title and interest, as set forth in the attached *Declaration of Mildred Fitzpatrick*,² in and to the trademark BOOMERANG, U.S. Federal Trademark Registration Number 1,829,440 for BOOMERANG issued by the United States Patent and Trademark Office on April 5, 1994 (the "Trademark Registration"), and the goodwill of the business associated therewith (collectively the "Mark").

WHEREAS, Assignor desires to assign to Assignee, and Assignee desires to receive from Assignor, the entire and exclusive right, title and interest in and to the Mark.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee and its successors, assigns and nominees without any restrictions, reservations or limitations the entire and exclusive right, title and interest in and to the Mark.

Assignor covenants that Assignor has the full right to enter into this Assignment and further agrees without further consideration to cause to be performed such other lawful acts and

¹ *Letters of Administration (Testate)* appointing Mildred Fitzpatrick as Personal Representative of the Estate of Eugene V. Fitzpatrick are attached as Exhibit A.

² *The Declaration of Mildred Fitzpatrick* is attached as Exhibit B.

to be executed such further assignments and other lawful documents as Assignee may from time to time reasonably request to affect fully this Assignment and to permit Assignee to be duly recorded as the legal and record owner of each of the rights hereby conveyed.

IN WITNESS WHEREOF, the parties have caused this Assignment to be duly executed by their authorized agents, all as of the day and year first above written.

ASSIGNOR - ESTATE OF EUGENE V. FITZPATRICK

By: Mildred Fitzpatrick
Name: Mildred Fitzpatrick
Title: Assignor's Personal Representative

ACCEPTANCE

The undersigned hereby declares that it has accepted the foregoing Assignment on behalf of Assignee.

ASSIGNEE

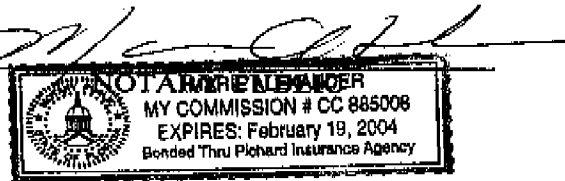
By: Mary Jo Kissel
Name: Mary Jo Kissel
Title: Assistant Secretary and Treasurer

STATE OF FLORIDA)
COUNTY OF DUVAL) SS:

The foregoing instrument was acknowledged before me this 20th day of August, 2001, by Mildred Fitzpatrick, Personal Representative of the Estate of Eugene V. Fitzpatrick.

My commission expires: 2/19/04

STATE OF KENTUCKY)
COUNTY OF JEFFERSON) SS:



The foregoing instrument was acknowledged before me this 5th day of August, 2001, by Mary Jo Kissel.

My commission expires: 8/23/04

Low J. Goren
NOTARY PUBLIC

IN THE CIRCUIT COURT, FOURTH
JUDICIAL CIRCUIT, IN AND FOR
DUVAL COUNTY, FLORIDA.

IN RE: ESTATE OF

EUGENE V. FITZPATRICK, aka
EUGENE VINCENT FITZPATRICK,
aka E. V. FITZPATRICK,

File Number:

01-01358 CP

Division:

Deceased.

DIVISION CV-G

**LETTERS OF ADMINISTRATION
(Testate)**

TO WHOM IT MAY CONCERN:

WHEREAS, EUGENE V. FITZPATRICK, aka EUGENE VINCENT FITZPATRICK, aka E. V. FITZPATRICK, a resident of Jacksonville, Duval County, Florida, died on May 8, 2000, owning assets in the State of Florida; and

WHEREAS, Mildred M. Fitzpatrick has been appointed Personal Representative of the estate of the decedent and has performed all acts prerequisite to issuance of Letters of Administration in the estate;

NOW, THEREFORE, I, the undersigned Circuit Judge, declare Mildred M. Fitzpatrick to be duly qualified under the laws of the State of Florida to act as personal representative of the estate of EUGENE V. FITZPATRICK, aka EUGENE VINCENT FITZPATRICK, aka E. V. FITZPATRICK, deceased, with full power to administer the estate according to law; to ask, demand, sue for, recover and receive the property of the decedent; to pay the debts of the decedent as far as the assets of the estate will permit and the law directs; and to make distribution of the estate according to law.

WITNESS my hand and the seal of this Court this 10th day of August, 2001.

Mildred M. Fitzpatrick
CIRCUIT JUDGE

Copy to:

William J. Joos, Esq.
Watson & Osborne, P.A.
3030 Hartley Road, Suite 280
Jacksonville, FL 32257

STATE OF FLORIDA
DUVAL COUNTY

I, THE UNDERSIGNED Clerk of the Circuit Court, Duval County, Florida, DO HEREBY CERTIFY the within and foregoing are true and correct copy of the original as it appears on record and file in the office of the Clerk of Circuit of Duval County, Florida, and the same is in full force and effect.

WITNESS my hand and seal of Clerk of Circuit Court at Jacksonville, Florida, this the 10 day of August, 2001.

JIM FULLER
Clerk Circuit and County Courts
Duval County, Florida
By *Jim Fuller*
Deputy Clerk

RECEIVED & FILED
01 AUG 10 10 59
CLERK OF CIRCUIT COURT
DUVAL COUNTY
JACKSONVILLE, FLORIDA

EXHIBIT E**DECLARATION OF MILDRED FITZPATRICK****IN RE U.S. REG. NO.: 1,829,440****ISSUED: April 5, 1994****MARK: BOOMERANG**

Declarant, being first duly warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such wilful false statements may jeopardize the validity of the document or the above referenced registration, states as follows:

1. I am the Personal Representative of the Estate of Eugene V. Fitzpatrick ("Assignor"), the current owner of the above-referenced trademark registration, and I am authorized to give this declaration.
2. Down Under Products, Inc. ("Down Under"), a Florida corporation, adopted and began using the mark BOOMERANG in interstate commerce in connection with pillows and pillow cases at least as early as December 31, 1992.
3. A U.S. federal registration, Number 1,829,440, for BOOMERANG (the "Trademark Registration") was issued to Down Under on April 5, 1994 by the U.S. Patent and Trademark Office.
4. Eugene V. Fitzpatrick was the President and shareholder of Down Under during the existence of the corporation.
5. Down Under was administratively dissolved by the Florida Secretary of State's Office on August 23, 1996 for failure to file annual reports.
6. As shareholder and successor in interest to Down Under, upon dissolution of Down Under, Eugene V. Fitzpatrick became the sole owner of the assets of Down Under, including the trademark BOOMERANG, the Trademark Registration and the goodwill of the business associated therewith (collectively the "Mark").
7. After dissolution of Down Under, Eugene V. Fitzpatrick continued to use the Mark in commerce in connection with pillows.
8. Eugene V. Fitzpatrick died on May 8, 2000, and exclusive right, title and interest in the Mark passed to the Estate of Eugene V. Fitzpatrick.

9. I am the wife of Eugene V. Fitzpatrick, I have been appointed Personal Representative of the Estate of Eugene V. Fitzpatrick, and I have power to sell the Mark.

10. I am therefore authorized to give this declaration in support of the assignment of the Mark to Assignee.

11. All statements made herein of Declarant's own knowledge are true, and all statements made on information and belief are believed to be true.

Further Declarant sayeth not.

By: Mildred Fitzpatrick
Name: Mildred Fitzpatrick
Title: Personal Representative of the
Estate of Eugene V. Fitzpatrick.

Date Aug 20, 2001