

02-21-2002

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

101988856

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

1. Name of conveying party(ies):

SIMMONS COMPANY

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

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

2. Name and address of receiving party(ies)

Name: PRL USA HOLDINGS, INC.

Internal Address:

Address:

Street Address: 103 Foulk Road, Suite 201

City: Wilmington State: DE Zip: 19803

- 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: MAY 2, 2000

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 514,494

Additional number(s) attached Yes No

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

Name: Docketing Specialist

Internal Address: Ropes & Gray

Street Address: One International Place

City: Boston State: MA Zip: 02110

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:

18-1945

DO NOT USE THIS SPACE

9. Signature.

Christopher Taylor Name of Person Signing

Signature

1/11/02

Date

5

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

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

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TRADEMARK REEL: 002446 FRAME: 0739

U.S. TRADEMARK ASSIGNMENT

WHEREAS, SIMMONS COMPANY, a corporation organized and existing under the laws of the State of Delaware, having a place of business at One Concourse Parkway, Atlanta, Georgia 30328 ("Assignor"), is the owner of all right, title and interest to the trademark PURPLE LABEL & Design covering mattresses and box springs (the "Mark"), and is owner of the related U.S. Trademark Registration No. 514,494 of August 30, 1949 (the "494 Registration"), a printout of which registration from the Thomson & Thomson trademark database is annexed hereto as Exhibit 1; and

WHEREAS, PRL USA HOLDINGS, INC., a corporation organized and existing under the laws of the State of Delaware, having an office and place of business at 103 Foulk Road, Suite 201, Wilmington, Delaware 19803 ("Assignee"), is desirous of acquiring on all of Assignor's right, title and interest in and to the Mark and the '494 Registration;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all of Assignor's right, title and interest in and to the Mark, together with the goodwill of the business symbolized by the Mark, and the '494 registration, and the right to sue for past infringements thereof.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be signed in its corporate name by its duly authorized officer this 2 day of May, 2000.

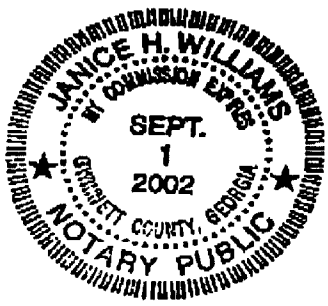
SIMMONS COMPANY

By: Roger W. FranklinName: Roger W. Franklin
Title: Vice President of Finance
and Treasurer

STATE OF GEORGIA)
)ss.:
COUNTY OF Gwinnett)

ACKNOWLEDGMENT

On this 2nd day of May, 2000, before me came Roger W. Franklin, who stated that he is the Vice President of Finance and Treasurer of Simmons Company and acknowledged that he executed the above instrument as the act and deed of Simmons Company with full authority to do so.



Janice H. Williams
Notary Public