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06-13-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

102120661

U.S. DEPARTMENT OF COMMERCE J.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): Simmons Company

2. Name and address of receiving party(ies): Name: Dreamwell, Ltd.

Individual(s) Association General Partnership Limited Partnership

Internal Address: Street Address: 2325-B Renaissance Drive

x Corporation-State: Delaware Other:

City: Las Vegas State: Nevada Zip: 89119

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

Individual(s) citizenship: Association:

3. Nature of Conveyance:

General Partnership:

x Assignment Merger Security Agreement Change of Name Other:

Limited Partnership:

Corporation-State:

Other: Limited Liability Company

Execution Date: 4/19/02

If assignee is not domiciled in the United States, a domestic representative designation is attached: (Designations must be a separate document from assignment) Yes No

Additional name(s) & address(es) attached? Yes x No

4. Application Number(s) or Registration Number(s):

A. Trademark Application No.(s):

B. Trademark Registration No.(s):

283,763 518,793

Additional numbers attached? Yes x No

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

6. Total Number of applications and registrations involved: 1

Name: Vivian E. Lee ROPES & GRAY

7. Total fee (37 CFR 3.41) \$ 40.00 Enclosed

Internal Address: Atty. Dkt.: SMCY-T-004

x Authorized to be charged to Deposit Account

Street Address: One International Place

8. Deposit account number:

18-1945

City: Boston

State: MA

Zip: 02110-2624

(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.

Vivian E. Lee Name of Person Signing

Vivian E. Lee Signature

May 16, 2002 Date

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

06/12/2002 TDIAZ1 00000223 181945 283763 01 FC:481 40.00 CH

## ASSIGNMENT OF TRADEMARKS

WHEREAS, Simmons Company, a corporation organized and existing under the laws of the State of Delaware, having principal offices at One Concourse Parkway, Suite 800, Atlanta, GA 30328 (hereinafter "Assignor"), has adopted and used in its business, and is the owner of all right, title and interest ("Rights") in and to the U.S. and foreign marks set forth in Schedule A attached hereto ("Marks").

WHEREAS, Dreamwell, Ltd., a limited liability company organized and existing under the laws of the State of Nevada, having principal offices at 2325-B Renaissance Drive, Las Vegas, Nevada 89119 (hereinafter "Assignor"), desires to acquire the Marks, all goodwill associated therewith, and all registrations thereof.

NOW, THEREFORE, in consideration of the mutual benefits and obligations arising from that certain Asset Contribution Agreement by and between the Parties, dated as of December 29, 2001, the receipt and sufficiency of which is hereby acknowledged by Assignor, and intending to be legally bound hereby, said Assignor, does hereby assign, transfer and set over unto the said Assignee, all Rights in and to the Marks, and all variations thereof, together with the goodwill of the business symbolized by the Marks and: (i) all registrations and applications to register such marks, (ii) all files, records, specimens and materials directly arising from the prosecution, exploitation or defense of rights and registrations pertaining to the Marks; (iii) and all choses in action pertaining to the Marks including Assignor's right to sue for and collect damages and other recoveries for past infringement thereof (collectively, "Marks and Related Rights"); the same to be held and enjoyed by the Assignee, its successors and assigns, as fully as the same would have been held and enjoyed by the Assignor had this assignment not been made. If after the date of this Assignment the Assignor or the Assignee (the "Parties") discover that any Marks were listed on Schedule A, or were not listed on Schedule A as the case may be, in contravention to the rights and intents of the Parties pursuant to this Assignment ("Listing Error"), then such Listing Error shall be corrected to the full satisfaction of the Parties by amendment to this Assignment.

At Assignee's request and expense, Assignor will provide all cooperation requested by Assignee in connection with any effort by Assignee to establish, perfect or defend its Rights in or to the Marks and Related Rights, including, without limitation, executing further consistent assignments, transfers and releases, and providing good faith testimony by affidavit, declaration, deposition or other means.

And for the consideration aforesaid, Assignor agrees that it will communicate to said Assignee and the representatives thereof any facts known to Assignor respecting said Marks and Related Rights, and will, upon request, execute and deliver to Assignee any and all additional papers and generally do all other and further lawful acts deemed necessary by said Assignee to carry out the terms of this Assignment.

[Remainder of this Page Intentionally Left Blank. Signature Pages to Follow]

The Commissioner of Patents and Trademarks is requested to issue the Certificate of Registration for the Marks to said Assignee.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed and the seal affixed hereto this 19<sup>th</sup> day of April, 2002.

ASSIGNOR:

SIMMONS COMPANY.

(Seal)

By: *William S. Creekmuir*

Name: WILLIAM S. CREEKMUIR

Title: EXECUTIVE VICE PRESIDENT & CHIEF FINANCIAL OFFICER

Attest:

*Brian P. Bue*  
~~Secretary~~ ASSISTANT SECRETARY, TREASURER

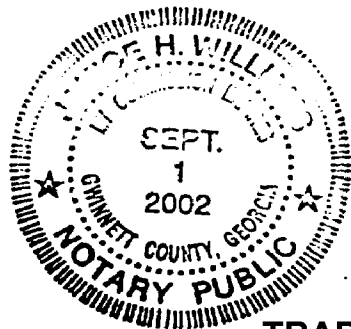
STATE OF GEORGIA        )  
  ) ss.  
COUNTY OF [Fulton]    )

On this 19<sup>th</sup> day of April, 2002, before me appeared, William S. Creekmuir [NAME], to me personally known, who, being by me duly sworn, did say that he is the EVF + CEO [TITLE] of Simmons, a corporation organized under the laws of the State of Delaware, and that the seal affixed to the foregoing instrument is the seal of said limited liability company, and that said instrument was signed and sealed on behalf of the corporation, by authority of its Board of Directors, and William S. Creekmuir [NAME] acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

*Jamie H. Williams*  
Notary Public

My term expires: 9/1/02



ASSIGNEE:

DREAMWELL, LTD.

(Seal)

By: David R. Hancock

Name: David R. Hancock

Title: Secretary

Attest:

\_\_\_\_\_  
Secretary

STATE OF NEVADA            )  
  ) ss.  
COUNTY OF [Clark]        )

On this 9<sup>th</sup> day of April, 2002, before me appeared, David Hancock,  
[NAME] to me personally known, who, being by me duly sworn, did say that he is the  
Secretary [OFFICE] of Dreamwell, Ltd., a limited liability corporation organized  
under the laws of the State of Delaware, and that the seal affixed to the foregoing instrument is  
the seal of said limited liability company, and that said instrument was signed and sealed on  
behalf of the limited liability company, by authority of its Board of Managers, and  
\_\_\_\_\_  
[NAME] acknowledged said instrument to be the free act and deed of said  
limited liability company.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal  
in the County and State aforesaid, the day and year first above written.

Kristine W. Eppes  
Notary Public

My term expires: Oct. 17, 2004



**SCHEDULE A**

**TRADEMARK**

**U.S. REG. NO.:**

**REG. DATE:**

DEEP SLEEP

283,763

June 9, 1931

DEEPSLEEP (Stylized)

518,793

December 13, 1949