

07-11-2002



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Docket No.:

102150994

Tab settings

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

1. Name of conveying party(ies): T.J.B., Inc.

7.8.02 FINANCE SECTION

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

Additional names(s) of conveying party(ies) Yes No

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

Name: Mattress Discounters Corporation

Internal Address: _____

Street Address: 9822 Fallard Court

City: Upper Marlboro State: MD ZIP: 20772

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
 (Designations must be a separate document from
 Additional name(s) & address(es) Yes N

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 24, 2002

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

A. Trademark Application No.(s)

Additional numbers

B. Trademark Registration No.(s)

See attached schedule

Yes No

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

Name: Mary Dalton Baril, Esq.

Internal Address: McGuireWoods LLP

Street Address: 901 East Cary Street, One James Center

City: Richmond State: VA ZIP: 23233-0430

6. Total number of applications and registrations involved:..... 7

7. Total fee (37 CFR 3.41):.....\$ \$190.00

Enclosed
 Authorized to be charged to deposit account

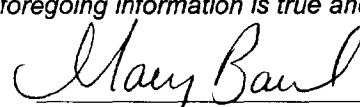
8. Deposit account number: _____

07/10/2002 6TON11 00000229 1382786

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 150.00 OP

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.

Mary Dalton Baril  6/27, 2002

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and

5

TRADEMARK

REEL: 002541 FRAME: 0306

SCHEDULE

REGISTRATIONS

<u>Name of Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
MATTRESS DISCOUNTERS HAVE A GOOD NIGHT'S SLEEP ON US and design	1,382,786	February 11, 1986
MATTRESS DISCOUNTERS	1,661,181	October 15, 1991
HAVE A GOOD NIGHT'S SLEEP ON US	1,676,268	February 18, 1992
HAVE A GOOD NIGHT'S SLEEP ON US and jingle	1,754,344	February 23, 1993
AMERICA'S VALUE LEADER MATTRESS DISCOUNTERS and design	1,922,739	September 26, 1995
1 (800) BUY-A-BED	2,000,477	September 10, 1996
SLUMBERCARE	2,232,593	March 16, 1999

UNITED STATES SERVICE MARK AND TRADEMARK ASSIGNMENT

WHEREAS, T.J.B., Inc., a corporation duly organized and existing under the laws of the State of Maryland, hereinafter referred to as "ASSIGNOR," has adopted and used and is the owner of the marks set forth in the Schedule to this United States Service Mark and Trademark Assignment (the "Marks"), together with the goodwill of the business in connection with which the Marks have been used (the "Goodwill"), and the United States Service Mark and Trademark Registrations for the Marks (the "Registrations"); and

WHEREAS, Mattress Discounters Corporation, a corporation duly organized and existing under the laws of the State of Delaware, and an affiliate of ASSIGNOR, hereinafter referred to as "ASSIGNEE," is desirous of acquiring the Marks, together with the Goodwill and the Registrations;

NOW, THEREFORE, for One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR has agreed to sell and has sold, assigned, transferred and set over, and by these presents does sell, assign, transfer and set over unto ASSIGNEE and its successors and assigns ASSIGNOR's entire right, title and interest in and to the Marks, the Goodwill and the Registrations, to be held and enjoyed by ASSIGNEE for its own use and benefit and for the use and benefit of its assigns and legal representatives, for the full extent of the life of the Marks and the terms of the Registrations, to be used as fully and entirely as such rights would have been held and enjoyed by ASSIGNOR had this Assignment and sale not been made.

ASSIGNOR covenants that ASSIGNOR is the owner of the Marks and the holder of record title to the Registrations, and that ASSIGNOR has full power to make this Assignment.

IN WITNESS WHEREOF, ASSIGNOR has caused this Assignment to be executed this 24th day of June, 2002.

T.J.B., Inc.

By: 

Name: S. J. NEWTON

Title: C.E.O

SCHEDULE

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