

08-13-2002



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

102188139

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): Simmons Company
2. Name and address of receiving party(ies): Name: Dreamwell, Ltd. Internal Address: Street Address: 2325-B Renaissance Drive City: Las Vegas State: NV Zip: 89119
3. Nature of Conveyance: [x] Assignment [ ] Merger [ ] Security Agreement [ ] Change of Name [ ] Other: Execution Date: April 19, 2002

4. Application Number(s) or Registration Number(s): A. Trademark Application No.(s): 74/540,470 75/285,489 75/393,614 75/117,989 75/295,015 75/393,615 75/117,990 75/295,025 75/443,952 B. Trademark Registration No.(s): 178,478 520,818 537,027 374,647 532,031 541,309 382,488 533,564 542,773 Additional numbers attached? [x] Yes [ ] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Vivian E. Lee ROPES & GRAY Internal Address: Atty. Dkt.: SMCY-TIP Street Address: One International Place City: Boston State: MA Zip: 02110-2624
6. Total Number of applications and registrations involved: 119
7. Total fee (37 CFR 3.41) \$ 2,990.00 [ ] Enclosed [x] Authorized to be charged to Deposit Account [ ] Authorized to be charged to credit card (Form 2038 enclosed)
8. Deposit account number: 18-1945 (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 Signature Date: July 11, 2002 Total number of pages including cover sheet, attachments, and document: 7

08/12/2002 DBYRNE 00000255 181945 74540470

14.00 CH 2950.00 CH certify that this correspondence is being deposited with the U.S. Postal Service with sufficient postage as First Class Mail, in the address addressed to: Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513, on the date shown below. Dated: 7/11/02 Signature: (Edward J. Mullins)

Additional Conveying Parties (1. Continued):

Additional Receiving Parties (2. Continued):

Assignee Name:

Internal Address:

Street Address:

City:

State:

Zip Code:

Additional Applications and/or Registration Numbers (4. Continued)

Additional Application Number(s)

4A continued:

75/557,460      75/838,309  
 75/557,462      75/872,346  
 75/558,728      75/903,524  
 75/565,676      76/002,517  
 75/594,550      76/002,518  
 75/621,204      76/024,606  
 75/699,275      76/024,814  
 75/769,535      76/024,879  
 75/769,550      76/111,129  
 75/769,617      76/111,130  
 75/769,619      76/199,766  
 75/769,632      76/199,767  
 75/769,640      76/216,838  
 75/769,641      76/216,839  
 75/769,717      76/216,840  
 75/770,685      76/309,734  
 75/770,691      76/309,856  
 75/770,693      76/309,857  
 75/770,695      76/309,859  
 75/775,940  
 75/838,108  
 75/838,109  
 75/838,176

Additional Registration Number(s)

4B continued:

545,312                      1,667,653                      1,854,202  
 667,423                      1,682,405                      1,880,651  
 696,414                      1,694,420                      1,883,622  
 696,415                      1,695,359                      1,902,742  
 704,303                      1,710,061                      1,904,445  
 730,091                      1,710,073                      1,904,446  
 730,415                      1,743,941                      1,904,447  
 970,736                      1,768,218                      1,922,059  
 1,033,904                      1,773,637                      1,922,060  
 1,139,955                      1,777,214                      1,922,061  
 1,157,343                      1,782,130                      1,922,062  
 1,162,779                      1,785,577                      1,952,463  
 1,165,575                      1,791,009                      1,977,990  
 1,172,312                      1,797,024  
 1,176,241                      1,800,782  
 1,183,799                      1,805,307  
 1,211,581                      1,814,452  
 1,617,672                      1,818,484  
 1,635,504                      1,832,218  
 1,641,294                      1,842,171  
 1,642,712                      1,850,341  
 1,645,686                      1,854,200  
 1,651,189                      1,854,201

Additional numbers attached?

Yes

No

## 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 "Assignee"), 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. Breen  
Secretary ASSISTANT SECRETARY, TREASURER

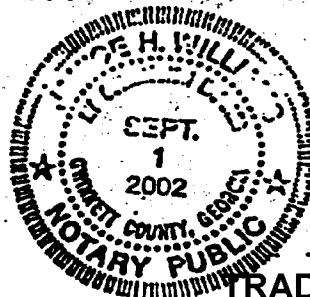
STATE OF GEORGIA )  
 ) ss.  
COUNTY OF Fulton )

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 & CFO [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.

Janice H. Williams  
Notary Public

My term expires: 9/1/02



ASSIGNMENT OF TRADEMARK  
FROM SIMMONS COMPANY  
TO DREAMWELL, LTD. [B]

SCHEDULE A

Our Docket	Trademark Name	Reg. No.	Reg. Date	
1	SMCY-T-001	WORLD CLASS	76/309856	6-Sep-01
2	SMCY-T-002	WORLD CLASS	76/309734	6-Sep-01
3	SMCY-T-004	WORLD CLASS	76/309857	6-Sep-01
4	SMCY-T-005	WORLD CLASS	76/309859	6-Sep-01
5	SMCY-T-014	BEAUTY SLEEP	1904446	11-Jul-95
6	SMCY-T-015	BEAUTY SLEEP (SCRIPT DESIGN)	1904445	11-Jul-95
7	SMCY-T-023	BEAUTYREST (STYLIZED LETTERING)	1904447	11-Jul-95
8	SMCY-T-025	BEAUTYREST FEELINGS (STYLIZED)	1183799	29-Dec-81
9	SMCY-T-032	BEAUTYWAVE	1139955	30-Sep-80
10	SMCY-T-035	BLOC	75/903524	25-Jan-00
11	SMCY-T-042	CHARLOTTE	75/558728	23-Sep-98
12	SMCY-T-044	COMFORT PLUS	1977990	4-Jun-96
13	SMCY-T-045	ADJUSTO-REST (STYLIZED LETTERING)	545312	17-Jul-51
14	SMCY-T-048	BEAUTY BORDER	1922062	26-Sep-95
15	SMCY-T-055	COUNTESS Not in CPI	532031	17-Oct-50
16	SMCY-T-058	DAVENPORT	75/557460	23-Sep-98
17	SMCY-T-060	BEAUTIFUL FEELINGS (STYLIZED LETTERING)	1162779	28-Jul-81
18	SMCY-T-061	ALBUM	730415	24-Apr-62
19	SMCY-T-064	AMERICA'S BEST	1645686	21-May-91
20	SMCY-T-071	BACKCARE	75/295015	20-May-97
21	SMCY-T-072	BACKCARE	75/594550	F. 11/24/98
22	SMCY-T-077	DISTINCTION FRANKLIN SILK	1922059	26-Sep-95
23	SMCY-T-078	DISTINCTION MADISON LUXURY	1922060	26-Sep-95
24	SMCY-T-097	SIMMONS AND GLOBE DESIGN	75/699275	7-May-99
25	SMCY-T-098	SIMMONS FLOTATION SYSTEMS & DESIGN	1176241	3-Nov-81
26	SMCY-T-100	SILVER LABEL	730091	17-Apr-62
27	SMCY-T-106	SIMCRON	1165575	18-Aug-81
28	SMCY-T-111	SIMFOAM (STYLIZED)	542773	22-May-51
29	SMCY-T-112	SIM-GARD	1172312	6-Oct-81
30	SMCY-T-123	MAXIPEDIC LUMBAR SUPPORT	1854200	13-Sep-94
31	SMCY-T-140	POSTURE BRIDGE	1880651	28-Feb-95
32	SMCY-T-142	POWER FLEX TORSION BAR FOUNDATION	1902742	4-Jul-95
33	SMCY-T-154	SLUMBER DREAM	533564	21-Nov-50
34	SMCY-T-155	SLUMBER KING (SYLIZED)	541309	24-Apr-51
35	SMCY-T-158	ST. IVES	1883622	14-Mar-95
36	SMCY-T-172	TRU-COMFORT	537027	30-Jan-51
37	SMCY-T-174	TWO STORY	75/872346	15-Dec-99
38	SMCY-T-203	HAMILTON SILK	1922061	26-Sep-95
39	SMCY-T-206	HOTEL-BILT	704303	13-Sep-60
40	SMCY-T-210	KLIK-LOK	1211581	5-Oct-82
41	SMCY-T-212	TRANS-SHOCK	1695359	16-Jun-92
42	SMCY-T-214	THE ONLY FIVE ZONE SLEEP SYSTEM	75/393614	20-Nov-97
43	SMCY-T-216	ZOO	1797024	5-Oct-93
44	SMCY-T-217	I ONLY SLEEP WITH THE BEST	1842171	28-Jun-94
45	SMCY-T-219	CRESCENDO	75/117990	12-Jun-96

**ASSIGNMENT OF TRADEMARK  
FROM SIMMONS COMPANY  
TO DREAMWELL, LTD. [B]**

**SCHEDULE A**

<b>Our Docket</b>	<b>Trademark Name</b>	<b>Reg. No.</b>	<b>Reg. Date</b>
46	SMCY-T-220	RIGID-SPAN	1818484 25-Jan-94
47	SMCY-T-221	SCIENCE OF SLEEP	75/443952 3-Mar-98
48	SMCY-T-222	SIMBOLIC	696415 19-Apr-60
49	SMCY-T-225	SIMMONS ADVERTISING AND DESIGN	1768218 27-Apr-93
50	SMCY-T-226	SIMMONS LUMBAR SUPPORT	1854202 13-Sep-94
51	SMCY-T-227	SIMTORC	696414 19-Apr-60
52	SMCY-T-228	SLEEP SCIENCE	1791009 31-Aug-93
53	SMCY-T-229	SUMMATION	1642712 30-Apr-91
54	SMCY-T-230	SUPER SLEEP	520818 7-Feb-50
55	SMCY-T-231	THE BOWLING BALL MATTRESS	75/295025 20-May-97
56	SMCY-T-232	BEAUTY COMFORT	1832218 19-Apr-94
57	SMCY-T-233	BEDDEREST	1694420 16-Jun-92
58	SMCY-T-234	BEAUTY SLEEP LUMBAR SUPPORT	1854201 13-Sep-94
59	SMCY-T-235	BEAUTYREST LUMBAR SUPPORT	1850341 16-Aug-94
60	SMCY-T-236	BEAUTYREST ELITE	1785577 3-Aug-93
61	SMCY-T-237	BEAUTYREST CLASSIC	1814452 28-Dec-93
62	SMCY-T-238	BEAUTY PILLOW	1667653 10-Dec-91
63	SMCY-T-239	BEAUTY PEDIC	1617672 16-Oct-90
64	SMCY-T-240	BEAUTYFIL	1710061 25-Aug-92
65	SMCY-T-241	ACE and DESIGN	178478 15-Jan-24
66	SMCY-T-242	EURO CONCEPTS	1651189 16-Jul-91
67	SMCY-T-243	ESSENCE	1800782 26-Oct-93
68	SMCY-T-244	ELAN	1710073 25-Aug-92
69	SMCY-T-245	DINOSAUR	1773637 25-May-93
70	SMCY-T-246	COMFORTORC	667423 23-Sep-58
71	SMCY-T-247	CONSPEC	1682405 7-Apr-92
72	SMCY-T-248	CRASH PAD!	75/285489 2-May-97
73	SMCY-T-249	BUNK MAN	1782130 13-Jul-93
74	SMCY-T-250	PERMAFLEX (STYLIZED)	374647 23-Jan-40
75	SMCY-T-251	ADVANT-EDGE	75/117989 11-Jun-96
76	SMCY-T-252	NOTHING ENERGIZES YOUR DAY LIKE A BEAUTYREST NIGHT	1952463 30-Jan-96
77	SMCY-T-253	MAXIPEDIC REGENT SUPREME	1635504 19-Feb-91
78	SMCY-T-254	MAGNA-PEDIC	970736 16-Oct-73
79	SMCY-T-255	HIDDEN COMFORT	75/393615 20-Nov-97
80	SMCY-T-256	FLO-GRID FOUNDATION	1641294 16-Apr-91
81	SMCY-T-257	FLAVORS (STYLIZED)	1743941 29-Dec-92
82	SMCY-T-258	FEDERALIST	1033904 17-Feb-76
83	SMCY-T-259	QUINTESSENCE OF WOOL	1805307 16-Nov-93
84	SMCY-T-260	PRO-PEDIC EXALTED	74/540470 22-Jun-94
85	SMCY-T-261	POSTURE BRIDGE	1777214 15-Jun-93
86	SMCY-T-281	SLEEPSMITH	76/002518 17-Mar-00
87	SMCY-T-283	BETTER NIGHTS, BETTER DAYS	75/769632 6-Aug-99
88	SMCY-T-284	COMFORT BUILT FOR TWO	75/769550 6-Aug-99
89	SMCY-T-285	8 HOURS OF BLISS 365 DAYS A YEAR	75/770685 6-Aug-99
90	SMCY-T-286	EQUATION OF SLEEP	75/838108 2-Nov-99

**ASSIGNMENT OF TRADEMARK  
FROM SIMMONS COMPANY  
TO DREAMWELL, LTD. [B]**

**SCHEDULE A**

<b>Our Docket</b>	<b>Trademark Name</b>	<b>Reg. No.</b>	<b>Reg. Date</b>	
91	SMCY-T-287	FOR CONNOISSEURS OF SLEEP	75/769535	6-Aug-99
92	SMCY-T-288	FOR EVERY STAGE OF YOUR LIFE	75/769641	6-Aug-99
93	SMCY-T-289	GET YOUR BEAUTYREST	75/770691	6-Aug-99
94	SMCY-T-290	HANDLE WITH CARE	75/770695	6-Aug-99
95	SMCY-T-291	PARTNER PERFECT	75/775940	13-Aug-99
96	SMCY-T-292	SLEEP PRINT	75/838309	2-Nov-99
97	SMCY-T-293	SLEEP PRINT	75/838176	2-Nov-99
98	SMCY-T-294	POLYCEL	75/838109	2-Nov-99
99	SMCY-T-295	SCIENCE AND SENSUALITY	75/769717	6-Aug-99
100	SMCY-T-296	TAKE CARE, BACKCARE, TAKES CARE	75/769619	6-Aug-99
101	SMCY-T-297	YOU ARE WHAT YOU SLEEP	75/769640	6-Aug-99
102	SMCY-T-298	SIMMONS BETTER SLEEP	75/621204	15-Jan-99
103	SMCY-T-299	SLEEP BETTER TONIGHT LIVE BETTER TOMORROW	75/770693	6-Aug-99
104	SMCY-T-302	KARMA	76/002517	17-Mar-00
105	SMCY-T-316	SANTA FE	76/024814	13-Apr-00
106	SMCY-T-319	PARK AVENUE	76/024606	13-Apr-00
107	SMCY-T-321	WESTPORT	76/024879	13-Apr-00
108	SMCY-T-333	BACKCARE FOR KIDS	76/199766	24-Jan-01
109	SMCY-T-334	GIVING BETTER SLEEP A HEAD START	76/199767	24-Jan-01
110	SMCY-T-336	VARIABLE SUPPORT SYSTEM	76/111129	17-Aug-00
111	SMCY-T-337	VSS	76/111130	17-Aug-00
112	SMCY-T-348	EXACT COMFORT	75/769617	6-Aug-99
113	SMCY-T-356	TRIAD	75/565676	7-Oct-98
114	SMCY-T-369	NO SAG WARRANTY	76/216838	27-Feb-01
115	SMCY-T-370	NEVER SAG	76/216839	27-Feb-01
116	SMCY-T-371	SAG PROOF	76/216840	27-Feb-01
117	SMCY-T-378	TRIO	75/557462	23-Sep-98
118	SMCY-T-518	ELEVATIONS	1157343	9-Jun-81
119	SMCY-T-519	HIDE-A-BED SOFA and Design	382488	29-Oct-40