

11-29-2002

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



102296596

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):

Sealy Technology LLC

11-19-02

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other North Carolina limited liability company

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

2. Name and address of receiving party(ies)

Name: JPMorgan Chase Bank

Internal Address:

Street Address: 270 Park Avenue

City: New York State: NY Zip: 10017

- 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 See Attached Sheet

Execution Date: November 8, 2002

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2615632

Additional number(s) attached Yes No

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

Name: Diane J. Kasselmann, Esq.

Internal Address:

Skadden, Arps, Slate, Meagher & Flom LLP

Street Address: Four Times Square

City: New York State: NY Zip: 10036-6522

6. Total number of applications and registrations involved:

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

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

19-2385 [Our Ref: 244130-412]

(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.

Diane J. Kasselmann

Signature

November 19, 2002

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 40

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

11/27/2002 GT0M11 00000080 192385 2615632

01 NC:8521 40.00 CH

TRADEMARK REEL: 002624 FRAME: 0526

3. Nature of Conveyance

Correction to Supplement to Subsidiary Patent and Trademark Security Agreement recorded at reel/frame 002575/0951. Please delete recordation against trademark registration number 2615635 and record against trademark registration number 2615632.

Supplement to Subsidiary Patent and Trademark Security Agreement
Sealy Technology LLC granting to JPMorgan Chase Bank
Attachment 4A

<u>Serial No.</u>	<u>Serial No.</u>
78/124383	78/116928
78/116925	76/276768
78/127079	76/136774
78/099191	76/136741
78/080788	78/124385
78/116922	
78/137515	
78/080791	
78/124389	
76/258310	
76/201161	
78/166171	
76/171706	
76/241295	
78/111660	
76/240308	
76/240307	
76/240313	
78/124388	
75/369283	
78/151803	
75/622552	
75/561433	
76/193789	
76/277192	
78/111661	

U.S. PATENTS AND APPLICATIONS**SEALY TECHNOLOGY LLC**

Supplement to Subsidiary Patent and Trademark Security Agreement

Sealy Technology LLC granting to JPMorgan Chase Bank

Attachment 4B

Reg. No.

2019003

2605648

2602242

2272969

2356032

2605876

2308391

2501960

2271114

2343467

2414612

2615635

2470040

2272967

2625354

2483677

2540951

2393688

2501961

Supplement to Subsidiary Patent and Trademark Security Agreement
Sealy Technology LLC granting to JPMorgan Chase Bank
Attachment 4A

Serial No.

78/124383

78/116925

78/127079

78/099191

78/080788

78/116922

78/137515

78/080791

78/124389

76/258310

76/201161

78/166171

76/171706

76/241295

78/111660

76/240308

76/240307

76/240313

78/124388

75/369283

78/151803

75/622552

75/561433

76/193789

76/277192

78/111661

Serial No.

78/116928

76/276768

76/136774

76/136741

78/124385

U.S. PATENTS AND APPLICATIONS

SEALY TECHNOLOGY LLC

Supplement to Subsidiary Patent and Trademark Security Agreement

Sealy Technology LLC granting to JPMorgan Chase Bank

Attachment 4B

Reg. No.

2019003

2605648

2602242

2272969

2356032

2605876

2308391

2501960

2271114

2343467

2414612

2615635

2470040

2272967

2625354

2483677

2540951

2393688

2501961

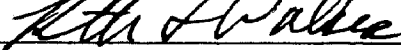
**SUPPLEMENT TO
SUBSIDIARY PATENT AND TRADEMARK SECURITY AGREEMENT**

This **SUPPLEMENT TO SUBSIDIARY PATENT AND TRADEMARK SECURITY AGREEMENT**, dated as of November 8, 2002 (the "**Patent and Trademark Supplement**"), is delivered pursuant to the Subsidiary Patent and Trademark Security Agreement, dated as of December 18, 1997 (as it may be from time to time amended, restated, modified or supplemented, the "**Subsidiary IP Security Agreement**"), by and among **THE UNDERSIGNED DIRECT AND INDIRECT SUBSIDIARIES** (each of such undersigned Subsidiaries being a "**Grantor**" and collectively "**Grantors**") and **JPMORGAN CHASE BANK, f/k/a The Chase Manhattan Bank** as successor by merger to Morgan Guaranty Trust Company of New York, as **Collateral Agent** (the "**Collateral Agent**"). Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed thereto in the Subsidiary IP Security Agreement.

Grantor hereby (a) confirms that the Subsidiary IP Security Agreement and all Collateral encumbered thereby will continue to secure the payment and performance of all Secured Obligations, including without limitation the payment and performance of all Obligations of Grantor whether now or hereafter existing under or in respect of any Financing Agreement, any other Loan Documents and the Lender Interest Rate Agreements, (b) grants to the Collateral Agent a continuing lien on and security interest in all Grantor's right, title and interest in, to and under all Collateral, including without limitation, the Trademarks listed on Schedule I attached hereto (as such schedule may be amended or supplemented from time to time) and the Patents listed on Schedule II attached hereto (as such schedule may be amended or supplemented from time to time), (c) agrees that the lien granted pursuant to the Subsidiary IP Security Agreement and this Patent and Trademark Supplement is a continuing lien and security interest in and to the Collateral and is not a conditional assignment of such Collateral, notwithstanding anything to the contrary in the Subsidiary IP Security Agreement, and (d) authorizes Collateral Agent to: (i) file financing or continuation statements and amendments thereto in any jurisdictions and with any filing offices as Collateral Agent may determine, in its reasonable judgment, are necessary to perfect the security interest granted to Collateral Agent herein or in the Subsidiary IP Security Agreement, and (ii) to record this Patent and Trademark Supplement in all places where the Subsidiary IP Security Agreement is recorded, including the U.S. Patent and Trademark Office. Such financing statements may describe the Collateral in the same manner as described in the Subsidiary IP Security Agreement or may contain an indication or description of collateral that describes such property in any other manner as Collateral Agent may determine, in its reasonable judgment, is necessary, advisable or prudent to ensure the perfection of the security interest in the Collateral granted to Collateral Agent herein and in the Subsidiary IP Security Agreement, including, without limitation, describing such property as "all assets" or "all personal property, whether now owned or hereafter acquired."

IN WITNESS WHEREOF, Grantors have caused this Patent and Trademark Supplement to be duly executed and delivered by its duly authorized officer as of the date first written above.

SEALY MATTRESS COMPANY OF
PUERTO RICO
OHIO-SEALY MATTRESS
MANUFACTURING CO. INC.
OHIO-SEALY MATTRESS
MANUFACTURING CO.
SEALY MATTRESS COMPANY OF
MICHIGAN, INC.
SEALY MATTRESS COMPANY OF
KANSAS CITY, INC.
SEALY OF MARYLAND AND
VIRGINIA, INC.
SEALY MATTRESS COMPANY OF
ILLINOIS
A. BRANDWEIN & CO.
SEALY MATTRESS COMPANY OF
ALBANY, INC.
SEALY OF MINNESOTA, INC.
SEALY MATTRESS COMPANY OF
MEMPHIS
THE OHIO MATTRESS COMPANY
LICENSING AND COMPONENTS
GROUP
SEALY MATTRESS
MANUFACTURING COMPANY, INC.
SEALY, INC.
NORTH AMERICAN BEDDING
COMPANY
SEALY TEXAS MANAGEMENT, INC.
MATTRESS HOLDINGS
INTERNATIONAL, LLC
SEALY TECHNOLOGY LLC
SEALY-KOREA, INC.
SEALY REAL ESTATE, INC.
SEALY TEXAS HOLDINGS LLC
SEALY TEXAS L.P.

By: 
Name: Kenneth L. Walker
Title: Vice President

**SCHEDULES I AND II
TO
SUPPLEMENT TO SUBSIDIARY PATENT AND TRADEMARK SECURITY
AGREEMENT**

SEE ATTACHED LIST

TRADEMARKS

Grantor: SEALY TECHNOLOGY, LLC
U.S. REGISTERED AND PENDING
TRADEMARKS

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Serial No.</u>	<u>Filing Date</u>
ADVANCED GENERATION	2,038,308	02/18/97	76/240,306	4/12/01
AN ADVANCED STATE OF COMFORT			74/718,825	08/22/95
BABY POSTUREPEDIC	688,300	11/17/59	23,520	01/30/57
BACK SAVER	642,347	03/05/57	4,159	03/08/56
BAREBACK GIRL DESIGN	619,059	01/10/56	663,525	03/29/54
BEDDY BYE (STYLIZED)	435,867	01/13/48	71/509,952	09/28/46
BETTER SLEEP ON A SEALY	1,693,030	06/09/92	74/073,513	06/28/90
BODYFOAM	1,995,317	08/20/96	74/711,371	08/04/95
BRANFORD	1,910,757	08/08/95	74/495,962	03/02/94
BUCKINGHAM	995,630	10/15/74	73/018,666	04/12/74
Caduceus Design			76/165,389	11/15/00
CARE-FREE			76/201,282	1/29/01
CARLINGTON CHASE			76/109,420	8/15/00

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Serial No.</u>	<u>Filing Date</u>
CARRINGTON CHASE			75/664,082	3/19/99
CELESTIAL	1,289,058	08/07/84	73/431,058	06/20/83
COIL DESIGN	1,956,467	02/13/96	74/657,780	04/10/95
COMFORT CREST	1,450,847	08/04/87	73/637,808	12/30/86
COMFORT GUARD (STYLIZED)	654,458	11/12/57	71/682,493	02/28/55
COMFORT LIFE			76/125,955	9/11/00
COMFORT LIFE	1,656,837	9/10/91	74/037,423	3/12/90
COMFORT SERIES	1,817,452	01/18/94	74/227,933	12/06/91
COMFORTHOLD			78/122,359	4/17/02
COMFORTWOOL	1,984,311	7/2/96	74/718,817	8/22/95
CORONATION	1,289,059	08/07/84	73/431,059	06/20/83
CORRECT COMFORT (STYLIZED)	437,773	03/30/48	71/521,414	04/26/47
CORRECT CONTOUR	Pending	Pending	75/212,361	12/12/96
CROWN JEWEL	1,422,873	12/30/86	73/591,339	04/03/86
CUSHION FIRM	1,845,626	07/19/94	74/420,265	07/30/93
DANBURY	1,912,558	08/15/95	74/497,085	03/03/94
DATAMAN	1,433,931	03/24/87	73/616,822	08/26/86
DOMINION	1,912,557	08/15/95	72/497082	03/03/94
DREAM THREE	2,573,460	5/28/02	76/267,704	6/6/01

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Serial No.</u>	<u>Filing Date</u>
DREAMEDGE	2,586,713	6/25/02	76/427,047	7/2/02
DUAL SUPPORT SYSTEM	1,985,881	07/09/96	76/607,807	12/18/98
DURABLEND	2,039,906	02/25/97	74/730,261	09/18/95
DURACUSHION	2,319,967	2/22/00	74/717,152	08/17/95
DURAFIBER	766,372	03/10/64	74/718,421	8/21/95
DURA-GARD	648,273	07/09/57	72/159,920	12/28/62
DUROLIFE	1,332,218	04/23/85	72/022,711	01/16/57
DYNA-GRID	723,310	10/31/61	73/502,055	10/02/84
DYNASTY	1,887,925	04/04/95	72/111,238	01/03/61
EDGEGUARD	1,912,559	08/15/95	74/367,540	03/12/93
EDINBURGH	1,279,871	05/29/84	74/497,107	03/03/94
ENCORE	2,175,533	7/21/98	73/400,836	10/26/82
EVEREDGE	661,050	04/29/58	75/165,475	09/13/96
EXECUTIVE	1,929,900	10/24/95	72/37,818	09/25/57
FIBERLUX	567,051	11/25/52	74/596,040	11/07/94
FIRM-O-REST	1,298,834	10/02/84	71/575,230	03/10/49
FIRM-TOUCH			462,881	11/14/83
FLAWLESS FOAM ENCASEMENT			78/081,199	8/27/01
FLIP IF YOU WANT 2	2,525,188	1/1/02	76/273,452	6/19/01

TRADEMARK
REEL: 002624 FRAME: 0538

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Serial No.</u>	<u>Filing Date</u>
GOLDEN DREAM	1,076,458	11/01/77	73/113,844	01/27/77
GRAND MASTER	1,518,932	01/03/89	73/728,239	05/13/88
HEALTH-FLEX (Stylized)	372,691	11/07/39	71/421,950	07/25/39
HEALTH-GUARD	629,078	06/19/56	71/698,228	11/14/55
HERALD SQUARE	2,605,764	8/6/02	76/201,528	1/29/01
HUMIDGUARD	727,707	02/20/62	72/119,572	05/08/61
HYDROPEdic	0,938,797	7/25/72	72/038,690	3/19/71
I LOVE THIS BED			76/252,830	5/7/01
INFINILUX	2,262,140	7/20/99	75/357,892	9/16/97
INNER QUILT	719,078	07/25/61	72/092,823	03/14/60
INSPIRATION (STYLIZED)	810,775	07/05/66	72/226,478	08/25/65
INSULO SPRING CUSHION (STYLIZED)	298,404	10/25/32	71/322,565	12/30/31
INTEGRA-LOK	1,731,151	11/10/92	74/247,283	02/17/92
IT'S A SEALY			78/124,383	4/26/02
KNIGHTSBRIDGE	1,912,560	08/15/95	74/497108	03/04/94
LADYFAIRE	257,935	06/25/29	71/280,146	03/01/29
LIKE SLEEPING ON A CLOUD	803,417	02/08/66	72/63,892	12/08/58
LITE LINK	2,522,978	12/25/01	75/491,634	5/27/98
LOGO (Butterfly Design)	688,757	11/24/59	58,458	09/05/58

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Serial No.</u>	<u>Filing Date</u>
MARVELUX	840,464	12/12/67	72/262,634	01/16/67
METROPOLITAN	1,419,216	12/02/86	73/597,813	05/09/86
MICROSPAN	2,635,701	10/15/02	75/550,966	9/14/98
MICROTEK	2,494,685	10/2/01	75/555,278	9/18/98
MICROTEK ULTRA			78/116,925	3/22/02
MID-SUPPORT ZONE	1,863,393	11/15/94	74/310,986	09/04/92
MIRACLE EDGE	1,722,971	10/6/92	74/065,202	6/4/90
MIRACLE MESH	2,004,288	10/1/96	74/731,238	9/19/95
MONTEREY	796,742	09/28/65	72/189,036	03/19/64
MY FIRST POSTUREPEDIC	2,357,623	6/13/00	75/772,619	8/10/99
NATURAL REST	438,677	05/11/48	71/503,330	06/05/46
NO MORNING BACKACHE FROM SLEEPING ON A TOO-SOFT MATTRESS	1,274,346	04/17/84	73/341,658	12/14/81
NORTH AMERICAN BEDDING COMPANY	2,019,003	11/26/96	74/730,163	09/18/95
NORTH AMERICAN BEDDING COMPANY & DESIGN	2,017,475	11/19/96	75/018,548	11/13/95
ORTHO-ZONE	645,410	05/14/57	71/691,847	07/25/55
PALATIAL	1,289,061	08/07/84	73/431,061	06/20/83
PALATIAL CREST			78/127,079	5/8/02
PALATIAL CREST	2,605,648	8/6/02	76/147,790	10/16/00

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Serial No.</u>	<u>Filing Date</u>
PEERLESS	568,175	12/23/52	71/582,184	07/19/49
PEERLESS SLEEPER (Stylized)	639,357	01/01/57	71/697,492	11/01/55
PERFECT POSTURE	360,890	09/27/38	71/407,188	06/04/38
PERSONAL SLEEP ADVISOR			78/099,191	12/19/01
PILLOWTOUCH			78/080,788	8/23/01
POLYPEDIC	774,520	08/04/64	72/166,284	04/08/63
POSTURE AWARD	1,433,933	03/24/87	73/616,837	08/26/86
POSTURE CLASSIC	1,445,196	06/30/87	73/616,821	08/26/86
POSTURE CREST	1,445,197	06/30/87	73/616,836	08/26/86
POSTURE FOLD	2,602,242	7/30/02	76/092,075	7/19/00
POSTURE POISE	828,805	05/16/67	72/226,168	08/20/65
POSTURE PREMIER	1,433,934	03/24/87	73/616,843	08/26/86
POSTURE PREMIUM	1,414,254	10/21/86	73/588,211	03/17/86
POSTURE PRESTIGE	1,445,199	06/30/87	73/616,840	08/26/86
POSTURE ROYALE	1,445,198	06/30/87	73/616,839	08/26/86
POSTURE-FOAM	583,913	12/22/53	71/641,334	01/26/53
POSTURE-FORM	583,914	12/22/53	71/641,335	01/26/53
POSTURE-LUX	1,445,201	06/30/87	73/616,844	08/26/86
POSTUREMATIC	1,229,861	03/08/83	73/341,661	12/14/81

TRADEMARK
REEL: 002624 FRAME: 0541

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Serial No.</u>	<u>Filing Date</u>
POSTUREMATIC	1,909,307	08/01/95	74/385,171	04/28/93
POSTUREMATIC COMFORT COMMAND BED	1,956,704	02/13/96	74/386,184	04/28/93
POSTUREPEDIC	619,058	01/10/56	71/663,524	03/29/54
POSTUREPEDIC	2,272,969	8/24/99	75/369,753	10/7/97
POSTUREPEDIC AND BARE BACK GIRL DESIGN	569,105	01/13/53	71/616,874	07/24/51
POSTUREPEDIC ELITE	1,554,714	09/05/89	73/748,500	08/26/88
POSTUREPEDIC IMPERIAL	765,885	03/03/64	71/142,865	04/23/62
POSTUREPEDIC SUPPORT ONLY FROM SEALY	1,907,862	07/25/95	74/469,225	12/10/93
POSTUREPLATFORM	1,296,344	09/18/84	73/452,838	11/14/83
POSTURE-PROP	769,527	05/12/64	72/123,928	07/13/61
POSTURE-REST (STYLIZED)	866,831	03/18/69	72/279,871	09/07/67
POSTURESTEEL	2,153,832	4/28/98	75/290,204	05/12/97
POSTURETECH	1,646,039	05/28/91	73/819,533	08/16/89
POWERSPAN			78/116,922	3/22/02
QUIET COMMAND	2,356,032	6/6/00	75/491,644	5/27/98
QUILTED INNER PILLOW			78/137,515	6/21/02
REFLEX COIL	1,849,933	08/16/94	74/370,074	03/22/93
REFLEXION			78/080,791	8/23/01

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Serial No.</u>	<u>Filing Date</u>
REFLEXION PERFECTLY REFLECTING THE HUMAN FORM	2,605,876	8/6/02	76/267,763	6/6/01
RESILIUM	2,308,391	1/18/00	75/420,270	1/20/98
REVEILLE	2,160,600	5/26/98	75/299,390	05/29/97
ROYAL CONTOUR	1,450,846	08/04/87	73/637,788	12/30/86
ROYAL TRILOGY	2,501,960	10/30/01	76/136,809	9/27/00
S & F FOUNDED 1846			78/124,389	4/26/02
S & F FOUNDED 1846 YOU DESERVE A STEARNS & FOSTER MATTRESS			76/258,310	5/17/01
S&F FOUNDED 1846 & DESIGN	1,329,627	04/09/85	73/493,680	08/06/84
SALUTATION	1,289,060	08/07/84	73/431,060	06/20/83
SCUPLTUREFOAM	1,987,202	07/16/96	74/717,244	08/18/95
SEALCREST (SYTLIZED)	430,038	06/03/47	71/509,606	09/23/46
SEALY	1,733,089	11/17/92	74/251,613	03/02/92
SEALY	2,271,114	8/17/99	75/369,716	10/7/97
SEALY	2,412,738	12/12/00	75/212,357	12/12/96
SEALY (SCRIPT)	426,168	12/17/46	71/501,541	05/06/46
SEALY ADCRAFTER	2,218,335	1/19/99	75/312,922	6/23/97
SEALY AND LOGO	677,335	04/21/59	72/058,459	09/05/68

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Serial No.</u>	<u>Filing Date</u>
SEALY AND LOGO	1,189,347	02/09/82	73/287,734	11/28/80
SEALY CARE			76/201,161	1/29/01
SEALY FLAME GUARD PROTECTIVE BARRIER	1,274,352	04/17/84	73/404,491	12/02/82
SEALY FURNITURE	2,343,467	4/18/00	75/717,803	6/1/99
SEALY FURNITURE	2,414,612	12/19/00	75/638,569	2/10/99
SEALY FUTON			78/166,171	9/20/02
SEALY KIDS	2,615,632	9/3/02	75/499,939	6/10/98
SEALY KIDS WE SUPPORT YOUR FUTURE	2,470,040	7/17/01	75/499,936	6/10/98
SEALY POSTURE FOLD			76/171,706	11/28/00
SEALY POSTUREPEDIC	2,272,967	8/24/99	75/369,216	10/7/97
SEALY POSTUREPEDIC ADVANTAGE			76/241,295	4/16/01
SEALY POSTUREPEDIC CROWN JEWEL	2,625,354	9/24/02	75/369,284	10/7/97
SEALY SLEEP SOFA	1,454,289	08/25/87	73/643,311	02/06/87
SEALY SOFTSPUN	1,987,201	07/16/96	74/717/151	08/17/95
SEALY SUPPORTS AMERICA			78/111,660	2/28/02
SEALY THE SLEEP EXPERTS	1,416,664	11/11/86	73/588,210	03/17/86
SEALYFOAM	737,897	09/18/62	72/109,524	12/02/60
SENSE & RESPOND	1,855,203	09/20/94	74/361,430	02/19/93
SENSE & RESPOND	2,483,677	8/28/01	75/897,690	1/18/00

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Serial No.</u>	<u>Filing Date</u>
SENSE & RESPOND SUPPORT SYSTEM	1,850,340	08/16/94	74/361,375	02/19/93
SENSORY ARM	1,893,628	05/09/95	74/367,610	03/72/93
SHOCK ABZZORBER	435,868	01/13/48	76/240,308	4/12/01
SLEEP FORM	2,540,951	2/19/02	71/509,956	09/28/46
SLEEPING ON A SEALY IS LIKE SLEEPING ON A CLOUD	1,040,611	06/01/76	75/636,836	2/10/99
SLUMBER GUARD	564,828	10/07/52	73/061,715	08/29/75
SLUMBERCREST	1,326,992	03/26/85	76/240,307	4/12/01
SMOOTH SLEEP	257,936	06/25/29	71/541,238	11/14/47
SPLENDOR & DESIGN	1,037,490	04/06/76	73/388,858	09/24/82
SPLEND'OR (STYLIZED)	981,071	03/26/74	71/280,148	03/01/29
STARLIGHT			73/048,338	04/02/75
STAYTRUE			76/240,313	4/12/01
STEARNS & FOSTER			72/430,395	07/20/72
STEARNS & FOSTER			78/124,388	4/26/02
STEARNS & FOSTER			75/369,283	10/7/97
STEARNS & FOSTER COUTURE			78/151/803	8/7/02
STEARNS & FOSTER YOU CAN'T GET A BETTER MATTRESS OR A BETTER NIGHTS SLEEP	1,463,549	11/03/87	73/651,523	03/26/87

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Serial No.</u>	<u>Filing Date</u>
STEELSPAN	954,428	03/06/73	72/418,324	03/15/72
SUDDENLY SEALY	2,393,688	10/10/00	75/867,633	12/9/99
SUPREMESLEEP	1,273,534	04/10/84	73/352,076	02/26/82
SYNER-FLEX			75/622,552	1/14/99
SYNERFOAM			75/561,433	9/29/98
THE BACK DOCTOR'S BED			76/193,789	1/12/01
THE CROWNING ACHIEVEMENT IN BACK SUPPORT	2,142,642	3/10/98	75/260,079	03/19/97
THE EDGE WITH THE EDGE			76/277,192	6/26/01
THE SOFA WORKS	1,203,594	08/03/82	73/318,891	07/14/81
THE SOFA WORKS DESIGN	1,248,373	08/16/83	73/350,185	02/16/82
TRENT	1,421,095	12/16/86	73/597,812	05/09/86
TRIFIRM POSTURE TOP	1,903,580	07/04/95	74/419,774	07/30/93
TRU-LOK	678,880	05/19/59	72/056,415	07/31/58
TWICE THE LUXURY			78/111,661	2/28/02
ULTRAEDGE	2,001,780	09/17/96	74/503,890	03/18/94
ULTRASTEEL	1,924,647	10/03/95	74/489,752	02/11/94
UNITY			78/116,928	3/22/02
UNIVERSITY OF SLEEP	1,734,158	11/17/92	74/111,600	11/01/90
WATERBURY - Principal Register	2,140,578	3/3/98	75/234,449	01/31/97

Mark

WATERBURY - Supplemental Register
WE SUPPORT THE BACKBONE OF AMERICA
WE SUPPORT YOU NIGHT AND DAY
WELLINGTON
XPANDEDGE
YOU DESERVE A STEARNS & FOSTER
YOU DESERVE A STEARNS & FOSTER
YOU DESERVE A STEARNS & FOSTER

<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Serial No.</u>	<u>Filing Date</u>
1,205,054	8/10/82	73/318,889	7/14/81
2,175,740	7/21/98	75/260,080	3/19/97
995,629	10/15/74	76/136,774	9/27/00
		18,664	04/12/74
1,924,646	10/03/95	76/136,741	9/27/00
		74/489,751	02/14/94
2,501,961	10/30/01	78/124,385	4/26/02
		76/136,810	9/27/00

**U.S. TRADEMARKS OWNED BY
SEALY MATTRESS COMPANY OF MEMPHIS**

Mark	Registration Number	Registration Date
SLUMBER BEAUTY	430,037	06/03/47

**U.S. TRADEMARKS OWNED BY
STEARNS & FOSTER BEDDING CO.**

Mark	Registration Number	Registration Date
PERIMETER GUARD	2,304,922	12/28/99

PATENTS

The Grantors are parties to that certain Agreement with Hoover Group, Inc. dated July 17, 1991, as amended October 13, 1993 and April 28, 1994 pursuant to which the Company and its subsidiaries are licensed under the following patents owned by Hoover:

<u>Hoover Patent No.</u>	<u>Title</u>
4,339,834	Box Spring Assembly with Formed Wire Components and Method of Assembling Same
4,470,584	Box Spring Assembly
4,921,228	Box Spring Unit with Interlocking Spring and Grid Assembly
4,932,535	Formed Wire Spring Element for Box Spring Assemblies
4,779,293	Formed Wire Box Spring with Spring Wire Deck
4,779,292	Box Spring Cross Rail Incorporating Extruded Thrust Bearing

SEE ATTACHED LIST

Grantor: SEALY TECHNOLOGY LLC

U.S. PATENTS AND APPLICATIONS

<u>TITLE</u>	<u>CODE NAME</u>	<u>PATENT NO.</u>	<u>ISSUE DATE</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>
JIBS FOR ASSEMBLY OF FLEXIBLE SUPPORT STRUCTURES	Inventor to assign to Sealy Technology LLC	2002-0113346 [Publication No.]		080,851	8/22/02 [Publ. Date]
ELEVATED COMPOSITE MATERIALS SPRINGS WITH ATTACHMENT FITTINGS	Inventor to assign to Sealy Technology LLC	2002-0100119 [Publication No.]		051,979	8/1/02 [Publ. Date]
ADVERTISING KIOSK (Design patent)		D357,944	05/02/95	29/021,249	04/13/94
AUTOMATED APPARATUS FOR MANUFACTURE OF MATTRESS BORDERS WITH SEWN HANDLES		6,202,579	3/20/01	479,447	1/11/00
BEDDING SYSTEM DISPLAY ASSEMBLY		5,484,195	01/16/96	08/227,042	04/13/94
BORDER STABILIZING MEMBER AND INNERSPRING ASSEMBLY USING SAME		5,687,439	11/18/97	468,442	6/6/95
BORDER STABILIZING MEMBER AND METHOD FOR MAKING MATTRESSES, CUSHIONS AND THE LIKE USING THE SAME	MIRACLE EDGE 11	5,239,715	08/31/93	07/833,683	02/11/92
BORDER STABILIZING MEMBER AND METHOD FOR MAKING MATTRESSES, CUSHIONS AND THE LIKE USING THE SAME (CIP of "EdgeGuard" 08/084,735-Abandoned and cont. of "Miracle Edge" 5,239,715)		5,467,488	11/21/95	08/205,933	03/03/94
METHOD OF MAKING AN INNERSPRING ASSEMBLY OR MATTRESSES, CUSHIONS AND THE LIKE USING THE SAME (Div. of 5,467,488 - Method)		5,832,551	11/10/98	08/448,840	6/6/95
BORDER STABILIZING MEMBER AND		5,687,439	11/18/97	08/468,842	6/6/95

TRADEMARK

REEL: 002624 FRAME: 0550

<u>TITLE</u>	<u>CODE NAME</u>	<u>PATENT NO.</u>	<u>ISSUE DATE</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>
INNERSPRING ASSEMBLY USING SAME (Div. of 5,467,488)		6,128,798	10/10/00	148,248	9/4/98
CAVITATED PAD AND INNERSPRING ASSEMBLY COMBINATION HAVING SPRINGS WITH FREE TERMINAL CONVOLUTIONS		6,354,577	3/12/02	260,823	3/2/99
COMPOSITE MATERIAL SPRING MODULES WITH INTEGRALLY FORMED ATTACHMENT FITTINGS		5,628,080	05/13/97	08/288,126	08/10/94
CURVE MOLDED PROTECTIVE AND DECOR- ATIVE BEDDING FOUNDATION CORNER GUARD AND METHOD OF MAKING	STEARNS & FOST.	D369,048	04/23/96	29/032,335	12/16/94
DOMED CHANNEL	STEELSPAN 2 (DES.)				
EXTRUDED FOAM REINFORCEMENT STRUCTURES FOR INNERSPRING ASSEMBLIES		6,263,533	7/24/01	586,164	6/2/00
FLEXIBLE SUPPORT STRUCTURE WITH COMPOSITE MATERIAL SPRING MODULES MOUNTED DIRECTLY	MICROTEK III	6,406,009	6/18/02	614,429	7/12/00
HIGH AND LOW PROFILE MATTRESS FOUNDATION FRAMES		6,134,729	10/24/00	261,380	3/3/99
IMPROVED STEEL SPAN FOR USE IN MATTRESS FOUNDATION FRAMES (CIP of Dsgn)	STEELSPAN2 (UTIL)	5,519,903	05/28/96	08/382,424	02/02/95
INTERNAL MATTRESS WALL STRUCTURES INTERLOCKINGLY ENGAGEABLE WITH MATTRESS INNERSPRING ASSEMBLIES	EVEREDGE	5,787,532	8/4/98	08/726,028	10/04/96
INNERSPRING CONSTRUCTION WITH SPRINGS HAVING FREE TERMINAL CONVOLUTIONS (FWC of 08/327,023, Abandoned)		5,713,088	2/3/98	08/835,544	04/08/97
LOW PROFILE COMPOSITE MATERIAL BEDDING		5,720,471	2/24/98	08/487,022	06/07/95

<u>TITLE</u>	<u>CODE NAME</u>	<u>PATENT NO.</u>	<u>ISSUE DATE</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>
FOUNDATION SYSTEM AND METHODS OF MANUFACTURE		6,155,310	12/5/00	151,872	9/11/98
MACHINERY FOR AUTOMATED MANUFACTURE OF FORMED WIRE INNERSPRING ASSEMBLIES		D384,537	10/7/97	29/053,979	05/02/96
MATTRESS FOUNDATION CORNER COVER (Design) [CIP of 29/026,986 (now Abandoned)]		D409,024	5/4/99	082,971	2/2/98
MATTRESS INNERSPRING		6,023,803	2/15/00	966,117	11/7/97
MATTRESS WITH HIGH ILD FIRM TOPPER		5,095,565	03/17/92	07/526,392	05/21/90
METAL RAIL BED FOUNDATION		5,884,385	3/23/99	08/854,696	05/12/97
METHOD OF MANUFACTURE AND FORMATION OF METAL MATTRESS FOUNDATION CORNER GUARD (cont. of 08/288,126 now Patent 5,628,080)	MIRACLE EDGE I	5,133,116	07/28/92	07/633,408	12/21/90
METHOD OF STABILIZING AND REINFORCING A SPRING BORDER	S & F 4-Fold Spring	5,558,315	09/24/96	08/295,931	08/25/94
MULTI-FOLD INTERLOCKABLE SPRING FOR USE IN MATTRESS FOUNDATION ASSEMBLIES	TWO LAYER EGG CRATE	5,604,021	02/18/97	08/363,260	12/23/94
MULTI-LAYER SUPPORT PAD HAVING REGIONS OF DIFFERING THICKNESS		5,332,202	07/26/94	07/651,583	02/06/91
PNEUMATIC MEMBER AND RELATED ATTACHMENT ELEMENTS FOR CUSHIONS, SEATS, FOUNDATIONS AND THE LIKE (PARENT)	GRID ATTACHMENT	5,435,023	07/25/95	08/221,061	03/30/94
PNEUMATIC (DIVISION I) WIRE GRID ATTACHMENT MEMBER FOR CUSHIONS, SEATS, FOUNDATIONS AND THE LIKE	SPRING MOUNT	5,414,874	05/16/95	08/221,043	03/30/94
PNEUMATIC (DIVISION II) ATTACHMENT MEMBER FOR SPRING OR					

<u>TITLE</u>	<u>CODE NAME</u>	<u>PATENT NO.</u>	<u>ISSUE DATE</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>
SPRING-LIKE ELEMENT					
SPRING COIL AND SPRING ASSEMBLY	POSTURETECH COIL, GRADIANT ARM, OPEN END OFFSET	4,726,572	02/23/88	06/864,090	05/16/86
SPACE SAVING BEDDING SYSTEM DISPLAY DEVICE		5,499,407	03/19/96	08/227,066	04/13/94
THREE DIMENSIONAL PRODUCT DISPLAY BOARD		D369,711	05/14/96	29/021,348	04/14/94
VIDEO CABINET		D361,095	08/08/95	29/021,328	04/14/94