

02-06-2003



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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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.

<p>1. Name of conveying party(ies): Mattress Discounters Corporation 2.5.03</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: <u>The Bedding Experts, Inc.</u> Internal Address: _____ Address: _____ Street Address: <u>6648 S. Narragansett</u> City: <u>Bedford Park</u> State: <u>IL</u> Zip: <u>60638</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Illinois</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>1/10/02</u></p>	

<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) <u>76/340756</u> B. Trademark Registration No.(s) _____</p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
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<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Jeffrey H. Brown</u> Internal Address: <u>D'Ancona & Pflaum LLC</u> <u>Suite 2800</u> Street Address: <u>111 E. Wacker Drive</u> City: <u>Chicago</u> State: <u>IL</u> Zip: <u>60601</u></p>	<p>6. Total number of applications and registrations involved: <input type="text" value="1"/></p> <p>7. Total fee (37 CFR 3.41).....\$ <u>40.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>500387</u></p>
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DO NOT USE THIS SPACE

9. Signature.

Jeffrey H. Brown Jeff Brown January 27, 2003
 Name of Person Signing Signature Date

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

02/06/2003 LMUELLER 00000050 500387 76340756 01 FC:8521 40.00 CH

TRADEMARK REEL: 002665 FRAME: 0843

UNITED STATES SERVICE MARK ASSIGNMENT

WHEREAS, Mattress Discounters Corporation, a corporation duly organized and existing under the laws of the State of Delaware, hereinafter referred to as "ASSIGNOR," has adopted and used and is the owner of the mark set forth in the Schedule to this United States Service Mark Assignment (the "Mark"), together with the goodwill of the business in connection with which the Mark has been used (the "Goodwill"), and the United States Service Mark Application for the Mark (the "Application"); and

WHEREAS, The Bedding Experts, Inc., a corporation duly organized and existing under the laws of the State of Illinois, hereinafter referred to as "ASSIGNEE," is desirous of acquiring the Mark, together with the Goodwill and the Application;

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 Mark, the Goodwill and the Application, 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 Mark and the term of the Application, 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 Mark and the holder of record title to the Application, and that ASSIGNOR has full power to make this Assignment.

IN WITNESS WHEREOF, ASSIGNOR has caused this Assignment to be
executed this 10th day of JUNE, 2002.

MATTRESS DISCOUNTERS CORPORATION

By: Laurence J Albert

Name: VP ASSISTANT SECRETARY

Title: LAURENCE J ALBERT

SCHEDULE

APPLICATION

Name of Mark

Serial No.

Filing Date

1888EXPERTS

76/340,756

November 21, 2001

TRADEMARK

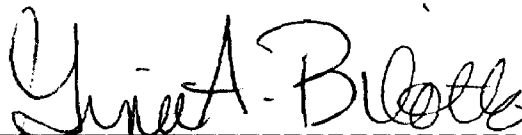
CERTIFICATE OF MAILING

RECEIVING PARTY: The Bedding Experts, Inc.

PAPER: Trademark Recordation Form Cover Sheet and Trademark Assignment

I hereby certify that this correspondence, paper and fee are being deposited with the United States Postal Service as first class mail in an envelope addressed to Commissioner of Patents and Trademarks, BOX ASSIGNMENT, Washington, D.C. 20231.

DATE OF DEPOSIT: January 28, 2003



Signature of person mailing paper and fee

Gina A. Bilotto

Typed or printed name of person mailing

January 28, 2003

Jeffrey H. Brown

312.602.2174
Fax: 312.602.3174
jbrown@dancona.com
www.dancona.com

Commissioner of Patents and Trademarks
BOX ASSIGNMENTS
Washington D.C. 20231

**Re: Recordation of Assignment Document:
Mark: 1888EXPERTS (Serial No. 76/340756)
Mattress Discounters Corporation to The Bedding Experts, Inc.**

Dear Commissioner:

Enclosed is a Recordation Form Cover Sheet (in duplicate) and documentation necessary to effect the recordation of the attached Service Mark Assignment. In payment of the recordation fee, we authorize the withdrawal of \$40.00 from our PTO Deposit Account 500387.

I also enclose a self-addressed, stamped postcard to be returned to us acknowledging receipt of the assignment documents.

Please direct any correspondence regarding this matter to my attention.

Very truly yours,



Jeffrey H. Brown

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Enclosures

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