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02-27-2003

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

102375471

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

1. Name of conveying party(ies):

Springs Basic Bedding, Inc. 2-24-03

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 12/23/02

2. Name and address of receiving party(ies)

Name: Springs Industries, Inc.

Internal Address:

Street Address: 205 North White Street

City: Fort Mill State: SC Zip: 29715

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State South Carolina 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

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

A. Trademark Application No.(s)

See attached Exhibit B

B. Trademark Registration No.(s)

See attached Exhibit A

Additional number(s) attached Yes No

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

Name: Martha Gayle Barber

Internal Address: Alston & Bird LLP

Street Address: 101 South Tryon Street

Suite 4000

City: Charlotte State: NC Zip: 282804000

6. Total number of applications and registrations involved:

63

7. Total fee (37 CFR 3.41).....\$ 1,590.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

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.

Martha Gayle Barber

Name of Person Signing

Signature

2-13-03

Date

16

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

02/26/2003 6TON11 00000120 2129631

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

01 FC:8521 40.00 IP 02 FC:8522 1550.00 IP

EXHIBIT A
REGISTERED TRADEMARKS

Trademark: 2 IN 1
Registration No.: 2,129,631
Registration Date: 1/13/1998

Trademark: AMERICAN FIBER INDUSTRIES
Registration No.: 1,902,746
Registration Date: 7/4/1995

Trademark: AMERICAN FIBER INDUSTRIES
Registration No.: 2,235,853
Registration Date: 3/30/1999

Trademark: BASIC COMFORT
Registration No.: 2,123,657
Registration Date: 12/23/1997

Trademark: BAYPORT
Registration No.: 2,142,643
Registration Date: 3/10/1998

Trademark: BAYPORT
Registration No.: 2,328,437
Registration Date: 3/14/2000

Trademark: BIG HUG
Registration No.: 2,125,485
Registration Date: 12/30/1997

Trademark: BODY BOLSTER
Registration No.: 2,005,403
Registration Date: 10/1/1996

Trademark: CENTRELLE
Registration No.: 2,214,470
Registration Date: 12/29/1998

Trademark: CLUB HOUSE
Registration No.: 2,206,520
Registration Date: 12/1/1998

Trademark: COLORSCAPES
Registration No.: 2,302,128
Registration Date: 12/21/1999

Trademark: COMFORT BASICS
Registration No.: 2,167,277
Registration Date: 6/23/1998

Trademark: COMFORT BASICS
Registration No.: 2,263,476
Registration Date: 7/20/1999

Trademark: COMFORT BLEND
Registration No.: 2,140,917
Registration Date: 3/3/1998

Trademark: COMFORT CASUALS
Registration No.: 2,283,308
Registration Date: 10/5/1999

Trademark: COMFORT CLUSTER
Registration No.: 2,140,918
Registration Date: 3/3/1998

Trademark: COMFORT PANEL
Registration No.: 2,197,785
Registration Date: 10/20/1998

Trademark: COMFORT PANEL
Registration No.: 2,291,101
Registration Date: 11/9/1999

Trademark: COMFORT PLUMES
Registration No.: 2,150,785
Registration Date: 4/14/1998

Trademark: COMFORT SPIRAL
Registration No.: 2,140,919
Registration Date: 3/3/1998

Trademark: COMFORTSCAPES
Registration No.: 2,247,280
Registration Date: 5/25/1999

Trademark: COMFORTSCAPES
Registration No.: 2,279,920
Registration Date: 9/21/1999

Trademark: CROWN ELITE
Registration No.: 1,965,631
Registration Date: 4/2/1996

Trademark: CROWN ELITE
Registration No.: 2,223,985
Registration Date: 2/16/1999

Trademark: CROWNING COMFORT
Registration No.: 2,140,920
Registration Date: 3/3/1998

Trademark: CROWNING COMFORT
Registration No.: 2,322,102
Registration Date: 2/22/2000

Trademark: DEEP POCKETS
Registration No.: 2,339,257
Registration Date: 4/4/2000

Trademark: DEEP POCKETS
Registration No.: 2,533,094
Registration Date: 1/22/2002

Trademark: DOUBLE COMFORT
Registration No.: 2,140,921
Registration Date: 3/3/1998

Trademark: GREAT LENGTHS
Registration No.: 2,123,659
Registration Date: 12/23/1997

Trademark: INDUR-ON
Registration No.: 1,885,020
Registration Date: 3/21/1995

Trademark: KIDS HUG
Registration No.: 2,042,795
Registration Date: 3/11/1997

Trademark: LIL' HUG
Registration No.: 2,123,661
Registration Date: 12/23/1997

Trademark: NATURAL BEAUTY
Registration No.: 2,206,521
Registration Date: 12/1/1998

Trademark: NATURE'S BASICS
Registration No.: 2,188,996
Registration Date: 9/15/1998

Trademark: NATURESCAPES
Registration No.: 2,292,645
Registration Date: 11/16/1999

Trademark: NIGHTSCAPES
Registration No.: 2,142,644
Registration Date: 3/10/1998

Trademark: NIGHTSCAPES
Registration No.: 2,320,721
Registration Date: 2/22/2000

Trademark: OPTIMUM COMFORT
Registration No.: 2,123,658
Registration Date: 12/23/1997

Trademark: PANEL LUXE
Registration No.: 2,180,629
Registration Date: 8/11/1998

Trademark: PANEL-LOFT
Registration No.: 2,123,656
Registration Date: 12/23/1997

Trademark: PRIMARY COMFORT
Registration No.: 2,140,923
Registration Date: 3/3/1998

Trademark: SLEEP BASICS
Registration No.: 2,183,453
Registration Date: 8/25/1998

Trademark: SLEEPSTYLE
Registration No.: 1,682,978
Registration Date: 4/14/1992

Trademark: SPRING BACK!
Registration No.: 2,290,180
Registration Date: 11/2/1999

Trademark: SQUARE HUG
Registration No.: 2,123,660
Registration Date: 12/23/1997

Trademark: SUPRA-LOFT
Registration No.: 2,051,887
Registration Date: 4/15/1997

Trademark: THE BODY HUG
Registration No.: 2,028,235
Registration Date: 1/7/1997

Trademark: THE GREAT MATTRESS PAD
Registration No.: 2,244,064
Registration Date: 5/4/1999

Trademark: THE GREAT PILLOW
Registration No.: 2,174,082
Registration Date: 7/14/1998

Trademark: THE T-SHIRT PILLOW
Registration No.: 2,252,859
Registration Date: 6/15/1999

Trademark: ULTRA CROWN
Registration No.: 2,144,581
Registration Date: 3/17/1998

Trademark: ULTRA DAMASK
Registration No.: 2,320,722
Registration Date: 2/22/2000

Trademark: ULTRA SILK
Registration No.: 2,188,997
Registration Date: 9/15/1998

Trademark: ULTRAREST
Registration No.: 1,965,632
Registration Date: 4/2/1996

Trademark: WARM HUG
Registration No.: 2,123,662
Registration Date: 12/23/1997

**EXHIBIT B
PENDING TRADEMARKS**

Trademark: COMFORT ESSENCE
Serial No.: 76/334,565
Filing Date: 11/5/2001

Trademark: EVENTEMP
Serial No.: 76/462,518
Filing Date: 10/21/2002

Trademark: GUSS
Serial No.: 76/422,018
Filing Date: 6/17/2002

Trademark: GUSSEY
Serial No.: 76/422,019
Filing Date: 6/17/2002

Trademark: NATURAL ALIGNMENT
Serial No.: 76/317,839
Filing Date: 9/20/2001

Trademark: THE BIGGIE
Serial No.: 76/334,564
Filing Date: 11/5/2001

Trademark: THE EXTRA
Serial No.: 76/271,853
Filing Date: 6/15/2001

**STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP**

**SUBSIDIARY INTO PARENT
Section 253**

**CERTIFICATE OF OWNERSHIP
MERGING**

Springs Basic Bedding, Inc.

INTO

Springs Industries, Inc.

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Springs Industries, Inc., a corporation incorporated on the 2nd day of August, 1895, pursuant to the law of South Carolina;

DOES HEREBY CERTIFY that this corporation owns 100 percent of the capital stock of Springs Basic Bedding, Inc., a corporation incorporated on the 20th day of December, 2002, pursuant to the provisions of the General Corporation Law of the State of Delaware, and that this corporation, by a resolution of its Board of Directors duly adopted at a meeting held on the 16th day of December, 2002, determined to and did merge into itself said Springs Basic Bedding, Inc., which resolution is in the following words, to wit:

WHEREAS this corporation lawfully owns 100 percent of the outstanding stock of Spring Basic Bedding, Inc, a Delaware corporation, and

WHEREAS this corporation desires to merge into itself the said Springs Basic Bedding, Inc., and to be possessed of all the estate, property, rights, privileges and franchises of said corporation,

NOW, THEREFORE, BE IT RESOLVED, that on the 28th day of December, 2002 this corporation merge into itself said Springs Basic Bedding, Inc., and assume all of its liabilities and obligations, and

FURTHER RESOLVED, that an authorized officer of this corporation be and hereby is directed to make and execute a certificate of ownership setting forth a copy of the resolution to merge said Springs Basic Bedding and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County; and

FURTHER RESOLVED, that the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect said merger.

IN WITNESS WHEREOF, said Springs Industries, Inc., has caused its corporate seal to be affixed and this certificate to be signed by Robert W. Sullivan, an authorized officer, this 23d day of December, 2002.

By: /s/ Robert W. Sullivan
Authorized Officer

[seal]

Name: Robert W. Sullivan
Print or type

Title: Vice President

To: The Secretary of State of Delaware

Springs Industries, Inc., a South Carolina corporation, being the surviving corporation of a merger between itself and its wholly-owned subsidiary Springs Basic Bedding, Inc., a Delaware business corporation, hereby agrees that it may be served with process in Delaware in any proceeding for enforcement of any obligation of Springs Basic Bedding, Inc., as well as for enforcement of any obligation of itself arising from such merger, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding, a copy of which shall be mailed by such Secretary of State to

Springs Industries, Inc.
205 North White Street
Fort Mill, SC 29715
Fax: (803) 547-3766
Attn: General Counsel

SPRINGS INDUSTRIES, INC.

By: /s/ Robert W. Sullivan
Title: Vice President

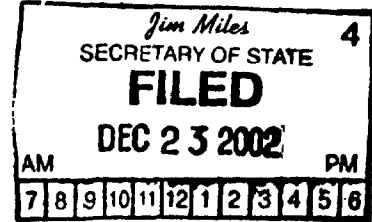
CERTIFIED TO BE A TRUE AND CORRECT COPY AS TAKEN FROM AND COMPARED WITH THE ORIGINAL ON FILE IN THIS OFFICE

DEC 23 2002

[Signature]
SECRETARY OF STATE OF SOUTH CAROLINA

STATE OF SOUTH CAROLINA
SECRETARY OF STATE

ARTICLES OF MERGER
OR SHARE EXCHANGE



TYPE OR PRINT CLEARLY IN BLACK INK

Pursuant to Section 33-11-105 of the 1976 South Carolina Code of Laws, as amended, the undersigned as the surviving corporation in a merger or the acquiring corporation in a share exchange, as the case may be, hereby submits the following information:

- The name of the surviving or acquiring corporation is Springs Industries, Inc.
- Attached hereto and made a part hereof is a copy of the Plan of Merger or Share Exchange (see Sections 33-11-101 (merger) 33-11-102 (share exchange), 33-11-104 (merger of subsidiary into parent) 33-11-107 (merger or share exchange with a foreign corporation), and 33-11-108 (merger of a parent corporation into one of its subsidiaries) of the 1976 South Carolina Code of Laws, as amended).
- Complete the following information to the extent it is relevant with respect to each corporation which is a party to the transaction:

(a) Name of the corporation Springs Industries, Inc.
Complete either (1) or (2), whichever is applicable:

- Shareholder approval of the merger or stock exchange was not required (See Sections 33-11-103(h), 33-11-104 (a), and 33-11-108(a) of the 1976 South Carolina Code of Laws, as amended).
- The Plan of Merger or Share Exchange was duly approved by shareholders of the corporation as follows:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the meeting	Number of Undisputed* Shares	
				For	or Against

*NOTE: Pursuant to Section 33-11-105(a)(3)(ii) of the 1976 South Carolina Code of Laws, as amended, the corporation can alternatively state the total number of undisputed shares cast for the amendment by each voting group together with a statement that the number cast for the amendment by each voting group was sufficient for approval by that voting group.

(b) Name of the corporation: Springs Basic Bedding, Inc.
Complete either (1) or (2), whichever is applicable:

- Shareholder approval of the merger or stock exchange was not required (See Sections 33-11-103(h), 33-11-104(a), and 33-11-108 (a)).
- The plan of Merger or Share Exchange was duly approved by shareholders of the corporation as follows:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the meeting	Number of Undisputed* Shares	
				For	or Against

Springs Industries, Inc.

Name of Corporation

*NOTE: Pursuant to Section 33-11-105 (a)(3)(f) of the 1976 South Carolina Code of Laws, as amended, the corporation can alternatively state the total number of undisputed shares cast for the amendment by each voting group together with a statement that the number cast for the amendment by each voting group was sufficient for approval by that voting group.

4. Unless a delayed date is specified, the effective date of this document shall be the date it is accepted for filing by the Secretary of State (See Section 33-1-230(b) of the 1976 South Carolina Code of Laws): December 28, 2002 at 11:59 pm, E.S.T.

Date _____

Springs Industries, Inc.

Name of the Surviving or Acquiring Corporation

Robert W Sullivan
Signature and Office

Robert W. Sullivan, Vice President

Type or Print Name and Office

FILING INSTRUCTIONS

1. Two copies of this form, the original and either a duplicate original or a conformed copy, must be filed.

2. Filing fee (payable to the Secretary of State at the time of filing of this document)

Filing Fee	\$ 10.00
Filing Tax	\$100.00
Total.....	\$110.00

3. TWO COPIES OF THE PLAN OF MERGER OR SHARE EXCHANGE MUST BE FILED WITH THIS FORM AS AN ATTACHMENT.

Return to: Secretary of State
PO Box 11350
Columbia SC 29211

PLAN OF MERGER
Pursuant to S.C. Code Ann. § 33-11-104 (1976)

Between
Springs Industries, Inc.
A South Carolina corporation
And
Springs Basic Bedding, Inc.
A Delaware business corporation

This Plan of Merger pursuant to S.C. Code Ann. § 33-11-104 (1976) describes the merger of Springs Basic Bedding, Inc., a Delaware corporation, with and into its sole shareholder, Springs Industries, Inc., and is adopted by Resolution of the board of directors of Springs Industries, Inc., as of this 16th day of December, 2002.

(1) Name of Parent: Springs Industries, Inc.

Name of Subsidiary: Springs Basic Bedding, Inc.

(2) Manner and basis of converting the shares of the subsidiary:

Upon the Effective Time, all shares authorized by Springs Basic Bedding, Inc., whether issued and outstanding or unissued, shall be cancelled and cease to exist, without consideration.

(3) Effective date: Close of business on December 28, 2002

PLAN OF MERGER
Pursuant to S.C. Code Ann. § 33-11-104 (1976)

Between
Springs Industries, Inc.
A South Carolina corporation
And
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A Delaware business corporation

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(1) Name of Parent: Springs Industries, Inc.

Name of Subsidiary: Springs Basic Bedding, Inc.

(2) Manner and basis of converting the shares of the subsidiary:

Upon the Effective Time, all shares authorized by Springs Basic Bedding, Inc., whether issued and outstanding or unissued, shall be cancelled and cease to exist, without consideration.

(3) Effective date: Close of business on December 28, 2002

Delaware

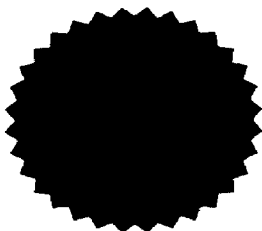
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"SPRINGS BASIC BEDDING, INC.", A DELAWARE CORPORATION, WITH AND INTO "SPRINGS INDUSTRIES, INC." UNDER THE NAME OF "SPRINGS INDUSTRIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF SOUTH CAROLINA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2002, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3606862 8100M

020795372

AUTHENTICATION: 2168881

DATE: 12-24-02

RECORDED: 02/24/2003

TRADEMARK
REEL: 002672 FRAME: 0529