

043629/207927

02-27-2003

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



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings ⇌ ⇌ ⇌ ▼

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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, LLC

2-24-03

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 12/20/2002

2. Name and address of receiving party(ies)

Name: Springs Basic Bedding, 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 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

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

Martha Gayle Barber

Signature

2-13-03

Date

Total number of pages including cover sheet, attachments, and document: 12

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

02/26/2003 6TOM11 00000119 2129631

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

TRADEMARK REEL: 002676 FRAME: 0099

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

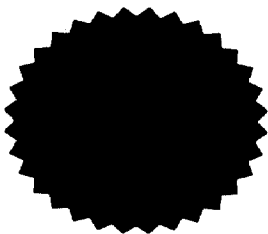
Trademark: THE EXTRA
Serial No.: 76/271,853
Filing Date: 6/15/2001

Delaware

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "SPRINGS BASIC BEDDING, INC." FILED IN THIS OFFICE ON THE TWENTIETH DAY OF DECEMBER, A.D. 2002, AT 4:15 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2674074 8100V

020791903

AUTHENTICATION: 2165965

DATE: 12-23-02
TRADEMARK

REEL: 002676 FRAME: 0107

STATE of DELAWARE
CERTIFICATE of INCORPORATION
A STOCK CORPORATION

- **First:** The name of this Corporation is Springs Basic Bedding, Inc.
- **Second:** Its registered office in the State of Delaware is to be located at Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Zip Code 19801. The registered agent in charge thereof is The Corporation Trust Company.
- **Third:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
- **Fourth:** The amount of the total authorized capital stock of this corporation is One Hundred Dollars (\$100) divided into 100 shares of One Dollar (\$1) each.
- **Fifth:** The name and mailing address of the incorporator are as follows:
Name: Sarah P. Spruill, Esq.
Mailing address: P.O. Box 11889, Columbia, SC 29211
- **I, The Undersigned,** for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 20th day of December, A.D. 2002.

BY: /s/ Sarah P. Spruill

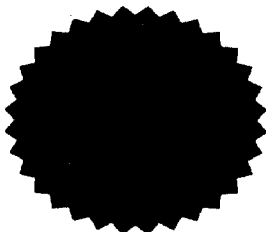
NAME: Sarah P. Spruill
(Type or Print)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "SPRINGS BASIC BEDDING, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "SPRINGS BASIC BEDDING, LLC" TO "SPRINGS BASIC BEDDING, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF DECEMBER, A.D. 2002, AT 4:15 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2674074 8100V

020791903

AUTHENTICATION: 2165965

DATE: 12-23-02

TRADEMARK

REEL: 002676 FRAME: 0109

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO
A CORPORATION PURSUANT TO SECTION
265 OF THE DELAWARE GENERAL
CORPORATION LAW**

- 1.) The limited liability company is formed under the jurisdiction of the State of Delaware.
- 2.) The name of the limited liability company immediately prior to filing this certificate is Springs Basic Bedding, LLC.
- 3.) The date the limited liability company was first formed is January 2, 1997.
- 4.) The name of the corporation as set forth in the Certificate of Incorporation is Springs Basic Bedding, Inc.

By: /s/ Robert W. Sullivan
Authorized Person

Name: Robert W. Sullivan