

04-30-2003

Docket No.:



102435174

Tab settings

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

1. Name of conveying party(ies):

Mattress Discounters Corporation East

4-28-03

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

- Association
- Limited Partnership

Additional names(s) of conveying party(ies)  Yes  No

2. Name and address of receiving party(ies):

Name: Mattress Discounters Corporation

Internal Address: \_\_\_\_\_

Street Address: 9822 Fallard Court

City: Upper Marlboro State: MD ZIP: 20772

Individual(s) citizenship \_\_\_\_\_

Association \_\_\_\_\_

General Partnership \_\_\_\_\_

Limited Partnership \_\_\_\_\_

Corporation-State Maryland

Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic designation is  Yes  N  
(Designations must be a separate document from Additional name(s) & address(es)  Yes  N

3. Nature of conveyance:

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

Execution Date: March 14, 2003

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

A. Trademark Application No.(s)

See attached schedule

B. Trademark Registration No.(s)

See attached schedule

Additional numbers  Yes  No

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

Name: Mary Dalton Baril, Esq.

Internal Address: McGuireWoods LLP

4/29/2003 TBIAZ1 00000059 75684125

01 FC:0521 40.00 OP  
02 FC:0522 1850.00 OP

Street Address: 901 East Cary Street, One James Center

City: Richmond State: VA ZIP: 23219-4030

6. Total number of applications and registrations involved:.....

75

7. Total fee (37 CFR 3.41):.....\$ \$1,890.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

13-0437

OFFICE OF PUBLIC RECORDS  
APR 28 AM 7:28  
FINANCE SECTION

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.

Mary Dalton Baril

Name of Person Signing

*Mary Baril*

Signature

4/21, 2003

Date

Total number of pages including cover sheet, attachments, and

7 TRADEMARK

## SCHEDULE

### APPLICATIONS

<u>Name of Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
GENTLEFIELD	75/684,125	April 15, 1999
CONSUMMATE	75/932,852	March 1, 2000
ALLEVIARE	76/230,446	March 26, 2001
PIACENTE	76/230,465	March 26, 2001
MIRAGGIO	76/230,466	March 26, 2001
BELLAMENTE	76/230,467	March 26, 2001
FORGET-THE-FLIP	76/273,265	June 18, 2001
ETERNITY	76/292,405	July 30, 2001
THE BODY & SPIRIT COLLECTION	76/299,626	August 14, 2001
DESIGNED FOR YOUR BODY. FIT FOR YOUR LIFE.	76/299,627	August 14, 2001
ROMANTICA	76/334,750	November 6, 2001
HAVE A GOOD NIGHT'S SLEEP ON US. stylized and design	76/334,751	November 6, 2001
AMERICA'S VALUE LEADER COMFORT SOURCE	76/334,752	November 6, 2001
AMERICA'S VALUE LEADER MATTRESS DISCOUNTERS	76/334,755	November 6, 2001
MATTRESS DISCOUNTERS HAVE A GOOD NIGHT'S SLEEP ON US. and design	76/335,760	November 8, 2001
CLASSIC ELEGANCE	76/353,128	December 27, 2001
CLASSIC ELEGANCE II	76/353,137	December 27, 2001
DISCOVER YOUR COMFORT HAVE A GOOD NIGHT'S SLEEP ON US	76/378,440	March 4, 2002
MATTRESS DISCOUNTERS and dynamic design	76/383,196	March 18, 2002
MISCELLANEOUS DESIGN (dynamic design)	76/383,197	March 18, 2002
MATTRESS DISCOUNTERS and dynamic design (color)	76/384,590	March 20, 2002
SERENITY II	76/387,126	March 26, 2002
1 (800) BUY-A-BED	78/139,736	June 28, 2002
DISCOVER YOUR COMFORT	78/143,783	July 15, 2002

MATTRESS DISCOUNTERS	78/144,837	July 17, 2002
HAVE A GOOD NIGHT'S		
SLEEP ON US and design		
MDC and design	78/144,941	July 17, 2002
MDC	78/145,531	July 19, 2002
COMFORT SOURCE RAISING	78/173,087	October 10, 2002
COMFORT TO A NEW		
DIMENSION and design		

**SCHEDULE, cont.****REGISTRATIONS**

<u>Name of Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
COMFORTSOURCE	1,321,423	February 19, 1985
MATTRESS DISCOUNTERS	1,382,786	February 11, 1986
HAVE A GOOD NIGHT'S SLEEP ON US and design		
COMFORT SOURCE	1,395,720	June 3, 1986
PILLOW SILK DIMENSION	1,423,811	January 23, 2001
MATTRESS DISCOUNTERS	1,661,181	October 15, 1991
HAVE A GOOD NIGHT'S SLEEP ON US	1,676,268	February 18, 1992
HAVE A GOOD NIGHT'S SLEEP ON US and jingle	1,754,344	February 23, 1993
CHIRO-PROTECTOR and design	1,912,547	August 15, 1995
AMERICA'S VALUE LEADER MATTRESS DISCOUNTERS and design	1,922,739	September 26, 1995
1 (800) BUY-A-BED	2,000,477	September 10, 1996
SQUIRE	2,137,091	February 17, 1998
GRAND DUKE	2,138,649	February 24, 1998
ROYAL LADY	2,142,389	March 10, 1998
MATRIARCH	2,142,390	March 10, 1998
CHANCELLOR	2,142,391	March 10, 1998
MATTRESSES TO GO	2,186,727	September 1, 1998
CROWN PRINCE	2,194,233	October 6, 1998
TORSO-ALIGNMENT ZONE	2,198,992	October 20, 1998
ROYAL COMFORT COLLECTION	2,202,064	November 3, 1998
SLUMBERCARE	2,232,593	March 16, 1999
SLEEP DIMENSIONS	2,239,338	April 13, 1999
REGAL LADY	2,243,289	May 4, 1999
REGALIA	2,243,290	May 4, 1999
GWENIVERE	2,272,673	August 24, 1999
SULTRESS	2,283,630	October 5, 1999
RAISING COMFORT TO A NEW DIMENSION	2,309,922	January 18, 2000
CUSHIONTON	2,309,965	January 18, 2000

SENSI-FLEX	2,323,023	February 29, 2000
LUXURY WOOL DIMENSION	2,346,562	May 2, 2000
LORDSHIP	2,357,452	June 13, 2000
MAGNA-FLEX	2,360,672	June 20, 2000
IMAGING FOAM	2,372,715	August 1, 2000
SPINE DIMENSION	2,375,972	August 8, 2000
SCULPTURESQUE	2,377,336	August 15, 2000
ROYAL SCEPTER	2,402,834	November 7, 2000
ROYALIST	2,409,506	November 28, 2000
SCRIBE	2,411,420	December 5, 2000
PLUSHMORE	2,421,875	January 16, 2001
FIRMINGHAM	2,441,354	April 3, 2001
ECSTASY	2,442,822	April 10, 2001
EMISSARY	2,497,143	October 9, 2001
WE PUT AMERICA TO BED	2,536,682	February 5, 2002
SALUTARE	2,538,146	February 12, 2002
PROTECTOR EDGE	2,569,296	May 14, 2002
TOCCARE	2,569,822	May 14, 2002
DENSI-FLEX	2,609,808	August 20, 2002
LA SALUTE COLLEZIONE	2,685,490	February 11, 2003

**UNITED STATES TRADEMARK AND SERVICE MARK ASSIGNMENT**

WHEREAS, Mattress Discounters Corporation East, 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 marks set forth in the Schedule to this United States Trademark and Service Mark Assignment (the "Marks"), together with the goodwill of the business in connection with which the Marks have been used (the "Goodwill"), and the United States Trademark and Service Mark Applications and Registrations for the Marks (the "Applications and Registrations"); and

WHEREAS, Mattress Discounters Corporation, a corporation duly organized and existing under the laws of the State of Maryland, hereinafter referred to as "ASSIGNEE," is desirous of acquiring the Marks, together with the Goodwill and the Applications and Registrations;


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 Marks, the Goodwill and the Applications and Registrations, 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 Marks and the terms of the Applications and Registrations, 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 Marks and the holder of record title to the Applications and Registrations, and that ASSIGNOR has full power to make this Assignment.

**THIS CONVEYANCE OF RECORD IS MADE TO EVIDENCE THE PRIOR CONVEYANCE OF THE APPLICATIONS AND REGISTRATIONS AND MARKS PURSUANT TO THAT CERTAIN FIRST AMENDED JOINT CHAPTER 11 PLAN OF REORGANIZATION DATED JANUARY 8, 2003, CONFIRMED ON MARCH 4, 2003, BY THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF MARYLAND (GREENBELT DIVISION), IN CASE NUMBER 02-22330 (DK) AND THAT CERTAIN INSTRUMENT OF ASSIGNMENT AND ASSUMPTION AGREEMENT, MADE AS OF MARCH 14, 2003 BY AND BETWEEN ASSIGNOR AND ASSIGNEE (the "Instrument of Assignment and Assumption").**

IN WITNESS WHEREOF, ASSIGNOR has caused this Assignment to be executed effective the 14th day of March, 2003.

MATTRESS DISCOUNTERS CORPORATION  
EAST

By: 

Name: Rick Frier

Title: CFO