

ASSIGNMENT OF MARKS

WHEREAS, Slumberland USA Corporation, a Delaware corporation ("Slumberland"), was, as of September 17, 2003 the owner of the entire right, title, and interest in and to the marks, and the goodwill associated therewith, listed on the attached Exhibit A (the "Marks").

WHEREAS, pursuant to the Asset Purchase Agreement dated as of September 17, 2003 by and among Slumberland, Dreamwell, Ltd., a Nevada limited liability company ("Dreamwell") and Peter Buckley (the "Asset Purchase Agreement"), Slumberland sold, assigned and conveyed to Dreamwell certain of its assets, including the entire right, title, and interest, to the Marks along with the good will of the business symbolized thereby;

WHEREAS, pursuant to the terms of the Asset Purchase Agreement, Slumberland and Dreamwell entered into the Trademark Assignment as of September 17, 2003, recorded at the United States Patent & Trademark Office (the "USPTO") on December 16, 2003 at Reel/Frame 2764/0019 (the "Trademark Assignment") whereby Slumberland assigned all of its right, title and interest in and to all the marks along with the associated goodwill, that had been sold, assigned and conveyed under the Asset Purchase Agreement, but in error did not list the Marks in Exhibit 1 to the Trademark Assignment; and

NOW THEREFORE, pursuant to further assurance provisions and other provisions set forth in the Asset Purchase Agreement, Slumberland and Dreamwell desire to correct an error in not listing the Marks in Exhibit 1 to the Trademark Assignment as follows:

1. Slumberland acknowledges that it has sold, assigned and conveyed and hereby assigns to Dreamwell all of Slumberland's right, title, and interest in and to the Marks, the goodwill of the business symbolized by said Marks, if any, the right to sue, either at law or in equity, and the right to recover for any past or future infringements thereof, nunc pro tunc, effective as of September 17, 2003.

2. This Assignment of Marks may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall be deemed one and the same instrument.

B. 25. 2004 3:31PM

SIMMONS CO LEGAL DEPT

NO. 098 P. 4

IN WITNESS WHEREOF, the parties hereto have caused this Assignment of Marks to be executed by their authorized representatives set forth below.

SLUMBERLAND USA CORPORATION:

By: [Signature]
Name: Tom Burns
Title: Comptroller

THE STATE OF CALIFORNIA

County of _____

This instrument was executed before me on this _____ day of February 2004, by Tom Burns, the _____ (title) of Slumberland USA Corporation, a Delaware corporation, on behalf of said corporation.

WITNESS my hand and official seal.

Notary Public in and for
The State of California

see attached California Acknowledgment

Printed or Typed Name of Notary

My Commission Expires _____

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Los Angeles } ss.

On February 25, 2004 before me, Jane Phillips, Notary
Date Name and Title of Officer (e.g., Jane Doe, Notary Public)

personally appeared Tom Burns
Name(s) of Signer(s)

- personally known to me
- proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Jane Phillips
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Assignment of Hawks

Document Date: _____ Number of Pages: _____

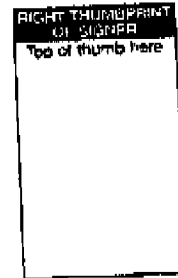
Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer

Signer's Name: Tom Burns

- Individual
- Corporate Officer — Title(s): Secretary
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____

Signer Is Representing: _____



DREAMWELL, LTD.

By: *David A. Liskow*

Name: David A. Liskow

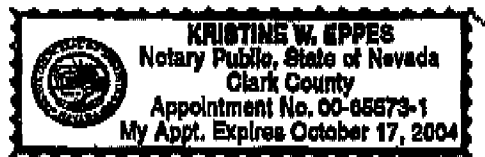
Title: Secretary and Controller

THE STATE OF NEVADA

County of Clark

This instrument was executed before me on this 25th day of February, 2004, by David A. Liskow, the Secretary and Controller (title) of Dreamwell, Ltd., a Nevada limited liability company, on behalf of said company.

WITNESS my hand and official seal.



Kristine W. Eppes

Notary Public in and for
The State of Nevada

Kristine W. Eppes
Printed or Typed Name of Notary

My Commission Expires Oct 17 2004

25. 2004 3:32PM

SIMMONS CO LEGAL DEPT

NO. 070 1. v

EXHIBIT A

MARK

REG. NO.

COUNTRY

SLUMBERLAND

2091517

US

POSTURE SPRINGING

186158

Canada

PTO/SB/97 (12-97)

Approved for use through 9/30/00. OMB 0651-0031

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

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Certificate of Transmission Under 37 CFR 1.8

I hereby certify that this correspondence is being facsimile transmitted to the Assignment Branch of the United States Patent and Trademark Office including: Recordation Form Cover Sheet (1 p); Assignment of Marks (5 pages); and Certificate of Facsimile Transmission.

on February 26, 2004
Date

Andrea M. Berlo
Signature

Andrea M. Berlo
Typed or printed name of person signing Certificate

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FAX TRANSMISSION

DATE: February 26, 2004

Applicant/Owner:

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FAX NUMBER: (703) -306-5995

FROM: ROPES & GRAY LLP

Irina Mogilevich, Esq.

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Attorney Dkt. #: SMCY-T-621

PAGES (Including Cover Sheet): 8

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