

08-22-2003



102532389

8-22-03

Tab settings ⇨ ⇨ ⇨ ▼

To the Honorable Commissioner,

and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Citicorp USA, Inc.

8-22-03

- Individual(s)
- Corporation - **Delaware**
- Other -

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Change of Name
- Other - **Release of Trademarks**

Execution Date: **August 18, 2003**

2. Name and address of receiving party(ies)

Name: **Foamex L.P.**

Internal Address: _____

Street Address: **1000 Columbia Avenue**

City: **Linwood** State: **PA** Zip: **19061**

- 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 schedule

B. Trademark Registration No.(s)
See attached schedule

Additional number(s) attached Yes No

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

Name: **Stanley Seuradge**

Internal Address: **Schulte Roth & Zabel LLP**

Street Address: **919 Third Avenue**

City: **New York** State: **N.Y.** Zip: **10022**

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

150

7. Total fee (37 CFR 3.41)..... \$ **3765.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

500675 - Schulte Roth & Zabel LLP

(Attach duplicate copy of this page if paying by deposit account)

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.

Stanley Seuradge

Name of Person Signing

Signature

August 18, 2003

Date

Total number of pages including cover sheet, attachments, and document: **17**

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

08/25/2003 6TOM11 00000039 500675 934746

01 FC:8521 40.00 BA
02 FC:8522 3725.00 BA

Registered Trademarks

| Country | Trademark Name | Registration No. | Registration Date |
|--------------------------|--------------------------------|------------------|-------------------|
| United States of America | AFONIC | 934746 | 30-May-72 |
| United States of America | ACQUELL | 959603 | 29-May-73 |
| United States of America | ANATOMIC SLEEP SUPPORT SURFACE | 2177233 | 28-Jul-98 |
| United States of America | AQUAZONE | 2158721 | 19-May-98 |
| United States of America | BODY ZONE | 1797019 | 5-Oct-93 |
| United States of America | CARPETMATE | 1679486 | 17-Mar-92 |
| United States of America | CHAMBER TECHNOLOGY & Design | 2354599 | 6-Jun-00 |
| United States of America | CLOUDFOAM | 736946 | 4-Sep-62 |
| United States of America | COMFORT CLINIC | 1841861 | 28-Jun-94 |
| United States of America | COMFORT SLEEPER | 1900671 | 20-Jun-95 |
| United States of America | COMFORT SLEEPER & Design | 1371327 | 19-Nov-85 |
| United States of America | COMFORT STYLES | 2214894 | 29-Dec-98 |
| United States of America | CPC | 2410408 | 5-Dec-00 |
| United States of America | CURON | 639185 | 1-Jan-57 |
| United States of America | CUSTOMFIT | 1926941 | 17-Oct-95 |
| United States of America | DREAM CONCEPTS | 1516407 | 13-Dec-88 |
| United States of America | DREAM REST | 1935445 | 14-Nov-95 |
| United States of America | DREAM SLEEPER | 2088085 | 12-Aug-97 |
| United States of America | DRI-FAST | 1456545 | 8-Sep-87 |
| United States of America | DURA-SOFT | 650514 | 20-Aug-57 |
| United States of America | ENVIRO-CURE | 1832201 | 19-Apr-94 |
| United States of America | EVA-DRI | 1360538 | 17-Sep-85 |
| United States of America | FLOORTEX (Stylized) | 108023 | 11-Jan-16 |
| United States of America | FOAMEX | 632455 | 14-Aug-56 |
| United States of America | FOAMEX | 414598 | 19-Jun-45 |
| United States of America | FOAMEX & Design | 2333347 | 21-Mar-00 |
| United States of America | FOAMEX & Design | 2364439 | 4-Jul-00 |

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| United States of America | FORMALUX | 2241728 | 27-Apr-99 |
| United States of America | GFC | 818086 | 8-Nov-66 |
| United States of America | GFC | 1415114 | 28-Oct-86 |
| United States of America | GFC & Design | 1394425 | 20-May-86 |
| United States of America | HEXAGUARD | 2032517 | 21-Jan-97 |
| United States of America | HYFONIC I | 1570939 | 12-Dec-89 |
| United States of America | K-9 KOUCH | 1720330 | 29-Sep-92 |
| United States of America | K-9 KOUCH & Design | 1720331 | 29-Sep-92 |
| United States of America | MAXI-COMFORT | 1951304 | 23-Jan-96 |
| United States of America | NEXOL | 2170352 | 30-Jun-98 |
| United States of America | OMNIPLUS | 1219973 | 14-Dec-82 |
| United States of America | PATIO PADS | 1696958 | 23-Jun-92 |
| United States of America | POLYFOAM | 628471 | 12-Jun-56 |
| United States of America | POLYFOAM 2000 | 1736564 | 1-Dec-92 |
| United States of America | POWERBOND 200 | 2104014 | 7-Oct-97 |
| United States of America | POWERTHANE | 2298501 | 7-Dec-99 |
| United States of America | PROTECTAIR | 1016884 | 29-Jul-75 |
| United States of America | PYRELL | 928907 | 15-Feb-72 |
| United States of America | PYROCUSHION | 1394867 | 27-May-86 |
| United States of America | REFLEX | 2129337 | 13-Jan-98 |
| United States of America | REFLEX CORE | 2508035 | 13-Nov-01 |
| United States of America | REFLEX HR | 2483503 | 28-Aug-01 |
| United States of America | REFLEX WRAP | 2505496 | 6-Nov-01 |
| United States of America | RENEW | 1737430 | 1-Dec-92 |
| United States of America | RESTORE | 1764570 | 13-Apr-93 |
| United States of America | RETIX | 2474802 | 7-Aug-01 |

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| United States of America | SHAPING THINGS TO COME | 2091360 | 26-Aug-97 |
| United States of America | SIF | 1151039 | 14-Apr-81 |
| United States of America | SIF FELT | 1676775 | 25-Feb-92 |
| United States of America | SINGLE-CELL (Design) | 961172 | 19-Jun-73 |
| United States of America | SLEEP SOLUTIONS | 2226404 | 23-Feb-99 |
| United States of America | SLEEP TESTED & Design | 1974192 | 14-May-96 |
| United States of America | SMT | 2027420 | 31-Dec-96 |
| United States of America | SONATEK | 1455317 | 1-Sep-87 |
| United States of America | SPECTRUM | 2478263 | 14-Aug-01 |
| United States of America | SPORT FLEX | 1226057 | 1-Feb-83 |
| United States of America | STAT-SAFE | 1789403 | 24-Aug-93 |
| United States of America | THERASLEEP | 2094103 | 9-Sep-97 |
| United States of America | ULTIMA SIX & Design | 1499564 | 9-Aug-88 |
| United States of America | ULTRA-FLEX | 1833342 | 26-Apr-94 |
| United States of America | ULTRA-MAX BY CRAIN | 1253759 | 11-Oct-83 |
| United States of America | VELVE | 1022669 | 14-Oct-75 |
| United States of America | VERTIFOAM | 1414737 | 28-Oct-86 |
| United States of America | VITALITY | 2094468 | 9-Sep-97 |
| United States of America | WONDER WEDGE | 656815 | 7-Jan-58 |
| United States of America | WRITE ANGLE | 1683448 | 14-Apr-92 |
| United States of America | BARRIERBOND | 2104229 | 7-Oct-97 |
| United States of America | BERBER-MATE | 1994115 | 13-Aug-96 |
| United States of America | BLACK DIAMOND | 2059944 | 6-May-97 |
| United States of America | COMFORTGARD | 2358687 | 13-Jun-00 |
| United States of America | COMFORTWEAR | 1897031 | 30-May-95 |
| United States of America | COMFORTWEAR & Design | 1897032 | 30-May-95 |
| United States of America | CRUSH PROTECTOR | 2061118 | 13-May-97 |

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| United States of America | F FOCUS & Design | 1391691 | 29-Apr-86. |
| United States of America | FOCUS | 1386883 | 18-Mar-86' |
| United States of America | GENERAL FELT INDUSTRIES | 1512844 | 15-Nov-88 |
| United States of America | GFI & Design | 1206771 | 31-Aug-82 |
| United States of America | GFI & Design | 1206770 | 31-Aug-82 |
| United States of America | LAMI-MATE | 2349697 | 16-May-00 |
| United States of America | LUXURYBOND | 2063085 | 20-May-97 |
| United States of America | MASTERBOND | 2050857 | 8-Apr-97 |
| United States of America | MATRIX | 1156484 | 2-Jun-81 |
| United States of America | NZX | 1145505 | 6-Jan-81 |
| United States of America | NZX (Stylized) | 1148063 | 3-Mar-81 |
| United States of America | PLUSH LIFE | 2104234 | 7-Oct-97 |
| United States of America | PLUSHMATE | 2331050 | 21-Mar-00 |
| United States of America | PLUSHSTEP | 2047806 | 25-Mar-97 |
| United States of America | RUBBER-LOC | 964238 | 17-Jul-73 |
| United States of America | RUBBER-STEP | 560786 | 1-Jul-52 |
| United States of America | RUB-TEX | 614585 | 18-Oct-55 |
| United States of America | SOFTTOUCH | 2063353 | 20-May-97 |
| United States of America | SPILL TRAP | 2402718 | 7-Nov-00 |

Trademark Applications

| Country | Trademark Name | Application No. | Filing Date |
|--------------------------|----------------------|-----------------|-------------|
| United States of America | AEROFONIC | 78/103881 | 21-Jan-02 |
| United States of America | ARESTO | 78/103883 | 21-Jan-02 |
| United States of America | ARGUS | 75/079084 | 27-Mar-96 |
| United States of America | BASELINE DESIGN | 76/052462 | 19-May-00* |
| United States of America | CELLULON | 78/092734 | 12-Nov-01 |
| United States of America | CHAMBER TECHNOLOGY | 75/234806 | 3-Feb-97 |
| United States of America | COMFORLUX | 74/595286 | 4-Nov-94 |
| United States of America | COMFORT CLUB | 74/722170 | 24-Aug-95 |
| United States of America | COMFORT CUTS | 75/029037 | 7-Dec-95 |
| United States of America | COMFORT MED | 75/116303 | 10-Jun-96 |
| United States of America | COMFORT THERAPY | 74/688718 | 12-Jun-95 |
| United States of America | DRYNAMIC | 78/072867 | 9-Jul-01 |
| United States of America | FEATHER FOAM | 78/098228 | 13-Dec-01 |
| United States of America | FOAMEX & Design | 76/063081 | 5-Jun-00 |
| United States of America | FOAMEX and Design | 75/747342 | 22-Jun-99 |
| United States of America | FORMACEL | 75/029036 | 7-Dec-95 |
| United States of America | FRESHGUARD | 75/184326 | 21-Oct-96 |
| United States of America | HYCEL | 78/084545 | 19-Sep-01 |
| United States of America | INSTANT KING | 78/090410 | 26-Oct-01 |
| United States of America | K-9 DESIGN | 75/243401 | 28-Feb-97 |
| United States of America | LATEX PLUS | 75/020226 | 15-Nov-95 |
| United States of America | METAFORM | 75/079082 | 27-Mar-96 |
| United States of America | MOMENTUM | 75/079083 | 27-Mar-96 |
| United States of America | MULTI-COMFORT | 74/536178 | 10-Jun-94 |
| United States of America | OFFICE CLUB | 76/176304 | 6-Dec-00 |
| United States of America | PILLOW-FLEX | 78/071064 | 26-Jun-01 |
| United States of America | PILLOW FLEX & Design | 78/084323 | 18-Sep-01 |
| United States of America | PILO-FLEX | 78/071260 | 27-Jun-01 |

Trademark Applications

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|--------------------------|------------------------------|-----------------|-------------|
| United States of America | POLYLATEX | 75/104322 | 15-May-96 |
| United States of America | QUILTFLEX | 76/102090 | 2-Aug-00 |
| United States of America | QYLITE | 76/157145 | 31-Oct-00 |
| United States of America | REFLEX | 78/097514 | 10-Dec-01 |
| United States of America | REFLEX FIL | 75/895699 | 12-Jan-00 |
| United States of America | REFLEX MR | 75/592788 | 20-Nov-98 |
| United States of America | RESILITEX | 78/098226 | 13-Dec-01 |
| United States of America | RTU | 78/098224 | 13-Dec-01 |
| United States of America | SCOTTFELT | 76/221286 | 7-Mar-01 |
| United States of America | SENSUS | 78/057443 | 5-Jun-01 |
| United States of America | SLEEP SOLUTIONS | 74/622848 | 19-Jan-95 |
| United States of America | SPACE EATER | 75/243643 | 18-Feb-97 |
| United States of America | SPECTROSEAL | 75/929997 | 7-Feb-00 |
| United States of America | SPECTROSEAL | 76/172528 | 29-Nov-00 |
| United States of America | SUITES | 76/063082 | 5-Jun-00 |
| United States of America | THERA CARE | 74/720631 | 24-Aug-95 |
| United States of America | THERA COMFORT | 74/722171 | 24-Aug-95 |
| United States of America | ULTRAPLUSH | 76/126223 | 12-Sep-00 |
| United States of America | ADDING COMFORT TO EVERY STEP | 76/196207 | 18-Jan-01 |
| United States of America | DOUBLESET | 78/101660 | 9-Jan-02 |
| United States of America | HUSHSTEP | 76/063083 | 5-Jun-00 |
| United States of America | PASSION | 76/196206 | 18-Jan-01 |

Release of Lien on Trademarks

Release of Lien on Trademarks, dated as of August 18, 2003 (the "*Release*"), by Citicorp USA, Inc. ("*Citicorp*"), as collateral agent for the Secured Parties (as defined in the Security Agreement referred to below), in favor of Foamex L.P. (the "*Borrower*") and each of the other entities listed on the signature pages hereof or which becomes a party hereto pursuant to Section 7.10 of the Security Agreement referred to below (each a "*Grantor*" and collectively, the "*Grantors*").

WITNESSETH:

WHEREAS, pursuant to the Credit Agreement, dated as of June 12, 1997, as amended and restated as of February 27, 1998, as further amended and restated as of June 29, 1999 and as further amended and restated as of March 25, 2002 (as further amended, amended and restated, supplemented or otherwise modified from time to time, the "*Credit Agreement*") entered into among the Borrower, FMXI, Inc., a Delaware corporation and the managing general partner of the Borrower ("*FMXI*"), the financial institutions from time to time party thereto as lenders (the "*Lenders*"), the financial institutions from time to time party thereto as issuing banks (the "*Issuing Banks*"), Citicorp, in its capacities as the administrative agent and the collateral agent for the Lenders and the Issuing Banks thereunder (in such capacities, the "*Administrative Agent*" and the "*Collateral Agent*", respectively) and The Bank of Nova Scotia, in its capacities as syndication agent and funding agent for the Lenders and the Issuing Banks, the Lenders and the Issuing Banks agreed to make extensions of credit to the Borrower upon certain terms and conditions set forth therein;

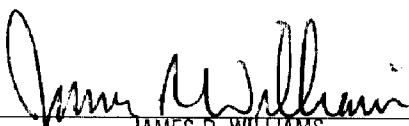
WHEREAS, in connection with an Amended and Restated Security Agreement dated as of March 25, 2002 and predecessor agreements thereto (the "*Security Agreement*"), the Grantors executed and delivered (i) a Trademark Security Agreement dated as of June 12, 1997, (ii) a First Amendment to Trademark Security Agreement dated as of December 23, 1997, and (iii) a Trademark Security Agreement dated as of March 25, 2002, (collectively the "*Trademark Security Agreements*") pursuant to which all the Grantors granted to the Collateral Agent a security interest in and lien on all right, title and interest of the Grantors in certain Trademarks and Trademark Licenses (as defined in the Trademark Security Agreements) and as set forth on Schedule A attached hereto (the "*Released Trademarks*") to secure the performance of certain obligations (the "*Obligations*");

WHEREAS, the Obligations have now been satisfied, the Grantors have requested that the Collateral Agent release any and all interest it may have in the Released Trademarks, and the Collateral Agent has agreed to do so.

NOW, THEREFORE, in exchange for good and valuable consideration, the receipt of which is hereby acknowledged, the Collateral Agent does hereby release, relinquish and discharge its security interest in, to and under the Released Trademarks.

IN WITNESS WHEREOF, the Collateral Agent has caused this Release to be duly executed and delivered by its officer thereunto duly authorized as of the date hereinabove set forth.

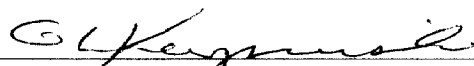
CITICORP USA, INC., as Collateral Agent

By: 
Name: JAMES R. WILLIAMS
Title: Vice President

Accepted and Agreed:

FOAMEX L.P.

By: FMXI, Inc., its Managing General Partner

By: 
Name: George L. Karpinski
Title: Vice-President

Address:

Foamex L.P.

1000 Columbia Avenue

Linwood, Pennsylvania 19061

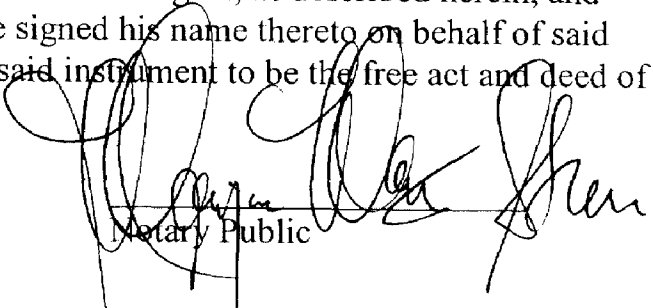
Attn.: Chief Financial Officer

Telecopier No. (610) 859-3613

STATE OF NEW YORK
COUNTY OF NEW YORK

SS:

On the 14th day of August, 2003 before me and personally came James R. Williams, to me known, who, being by me duly sworn, did depose and state that he is Vice President of the Collateral Agent, as described herein, and which executed the above instrument; that he signed his name thereto on behalf of said Collateral Agent; and that he acknowledged said instrument to be the free act and deed of said Collateral Agent.


Notary Public

MARGARET WOLFE STERN
Notary Public, State of New York
No. 01ST4779256
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires Oct. 31, 2015

SCHEDULE 1
to
RELEASE OF LIEN ON TRADEMARKS

See Attached

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| United States of America | LUXURYBOND | 2063085 | 20-May-97 |
| United States of America | MASTERBOND | 2050857 | 8-Apr-97 |
| United States of America | MATRIX | 1156484 | 2-Jun-81 |
| United States of America | NZX | 1145505 | 6-Jan-81 |
| United States of America | NZX (Stylized) | 1148063 | 3-Mar-81 |
| United States of America | PLUSH LIFE | 2104234 | 7-Oct-97 |
| United States of America | PLUSHMATE | 2331050 | 21-Mar-00 |
| United States of America | PLUSHSTEP | 2047806 | 25-Mar-97 |
| United States of America | RUBBER-LOC | 964238 | 17-Jul-73 |
| United States of America | RUBBER-STEP | 560786 | 1-Jul-52 |
| United States of America | RUB-TEX | 614585 | 18-Oct-55 |
| United States of America | SOFTTOUCH | 2063353 | 20-May-97 |
| United States of America | SPILL TRAP | 2402718 | 7-Nov-00 |

Trademark Applications

| Country | Trademark Name | Application No. | Filing Date |
|--------------------------|----------------------|-----------------|-------------|
| United States of America | AEROFONIC | 78/103881 | 21-Jan-02 |
| United States of America | ARESTO | 78/103883 | 21-Jan-02 |
| United States of America | ARGUS | 75/079084 | 27-Mar-96 |
| United States of America | BASELINE DESIGN | 76/052462 | 19-May-00 |
| United States of America | CELLULON | 78/092734 | 12-Nov-01 |
| United States of America | CHAMBER TECHNOLOGY | 75/234806 | 3-Feb-97 |
| United States of America | COMFORLUX | 74/595286 | 4-Nov-94 |
| United States of America | COMFORT CLUB | 74/722170 | 24-Aug-95 |
| United States of America | COMFORT CUTS | 75/029037 | 7-Dec-95 |
| United States of America | COMFORT MED | 75/116303 | 10-Jun-96 |
| United States of America | COMFORT THERAPY | 74/688718 | 12-Jun-95 |
| United States of America | DRYNAMIC | 78/072867 | 9-Jul-01 |
| United States of America | FEATHER FOAM | 78/098228 | 13-Dec-01 |
| United States of America | FOAMEX & Design | 76/063081 | 5-Jun-00 |
| United States of America | FOAMEX and Design | 75/747342 | 22-Jun-99 |
| United States of America | FORMACEL | 75/029036 | 7-Dec-95 |
| United States of America | FRESHGUARD | 75/184326 | 21-Oct-96 |
| United States of America | HYCEL | 78/084545 | 19-Sep-01 |
| United States of America | INSTANT KING | 78/090410 | 26-Oct-01 |
| United States of America | K-9 DESIGN | 75/243401 | 28-Feb-97 |
| United States of America | LATEX PLUS | 75/020226 | 15-Nov-95 |
| United States of America | METAFORM | 75/079082 | 27-Mar-96 |
| United States of America | MOMENTUM | 75/079083 | 27-Mar-96 |
| United States of America | MULTI-COMFORT | 74/536178 | 10-Jun-94 |
| United States of America | OFFICE CLUB | 76/176304 | 6-Dec-00 |
| United States of America | PILLOW-FLEX | 78/071064 | 26-Jun-01 |
| United States of America | PILLOW FLEX & Design | 78/084323 | 18-Sep-01 |
| United States of America | PILO-FLEX | 78/071260 | 27-Jun-01 |

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| Country | Trademark Name | Application No. | Filing Date |
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| United States of America | POLYLATEX | 75/104322 | 15-May-96 |
| United States of America | QUILTFLEX | 76/102090 | 2-Aug-00 |
| United States of America | QYLITE | 76/157145 | 31-Oct-00 |
| United States of America | REFLEX | 78/097514 | 10-Dec-01 |
| United States of America | REFLEX FIL | 75/895699 | 12-Jan-00 |
| United States of America | REFLEX MR | 75/592788 | 20-Nov-98 |
| United States of America | RESILITEX | 78/098226 | 13-Dec-01 |
| United States of America | RTU | 78/098224 | 13-Dec-01 |
| United States of America | SCOTTFELT | 76/221286 | 7-Mar-01 |
| United States of America | SENSUS | 78/067443 | 5-Jun-01 |
| United States of America | SLEEP SOLUTIONS | 74/622848 | 19-Jan-95 |
| United States of America | SPACE EATER | 75/243643 | 18-Feb-97 |
| United States of America | SPECTROSEAL | 75/929997 | 7-Feb-00 |
| United States of America | SPECTROSEAL | 76/172528 | 29-Nov-00 |
| United States of America | SUITES | 76/063082 | 5-Jun-00 |
| United States of America | THERA CARE | 74/720631 | 24-Aug-95 |
| United States of America | THERA COMFORT | 74/722171 | 24-Aug-95 |
| United States of America | ULTRAPLUSH | 76/126223 | 12-Sep-00 |
| United States of America | ADDING COMFORT TO EVERY STEP | 76/196207 | 18-Jan-01 |
| United States of America | DOUBLESET | 78/101660 | 9-Jan-02 |
| United States of America | HUSHSTEP | 76/063083 | 5-Jun-00 |
| United States of America | PASSION | 76/196206 | 18-Jan-01 |