

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

RECORDATION FORM COVER SHEET  
**TRADEMARKS ONLY**

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

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

- 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 Correction (See Attached)

Execution Date: 04/28/2003

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

Internal Address: \_\_\_\_\_  
Address: \_\_\_\_\_  
Street Address: 9822 Fallard Court  
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 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)

B. Trademark Registration No.(s)  
1423811 (To be deleted)  
2423811 (To be added)

Additional number(s) attached  Yes  No

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

Name: Arent Fox PLLC

Internal Address: William E. Marames, Esq.

Street Address: 1050 Connecticut Avenue, NW

City: Washington State: DC Zip: 20036

6. Total number of applications and registrations involved: ..... 2

7. Total fee (37 CFR 3.41).....\$ \_\_\_\_\_

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

01-2300

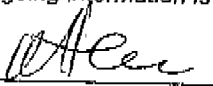
(Attach duplicate copy of this page if paying by deposit account)

**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.*

WILLIAM E. MARAMES  
Name of Person Signing

  
Signature

6/10/04  
Date

Total number of pages including cover sheet, attachments, and document: 25

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

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027

10-22-2003



102580523

U.S. Department of Commerce  
Patent and Trademark Office  
**TRADEMARK**

2003 OCT 20 AM 7:34

OPR/FINANCE

10-20-03

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

**Submission Type**

- New
- Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_
- Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_
- Corrective Document  
Reel # 002719 Frame # 0190

**Conveyance Type**

- Assignment  License
  - Security Agreement  Nunc Pro Tunc Assignment
  - Merger  Change of Name
  - Other \_\_\_\_\_
- Effective Date  
Month Day Year  
\_\_\_\_\_

**Conveying Party**

Mark if additional names of conveying parties attached

Name \_\_\_\_\_ Mattress Discounters Corporation East

Execution Date  
Month Day Year  
\_\_\_\_\_

Formerly \_\_\_\_\_

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization

Delaware

**Receiving Party**

Mark if additional names of receiving parties attached

Name \_\_\_\_\_ Mattress Discounters Corporation

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) \_\_\_\_\_ 9822 Fallard Court

Address (line 2) \_\_\_\_\_

Address (line 3) \_\_\_\_\_ Upper Marlboro

MD

20772

- Individual  General Partnership  Limited Partnership
- Corporation  Association

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

Maryland

10/21/2003 ECOOPER 00000206 2423811

FOR OFFICE USE ONLY

01 RC:8521

40.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to: TRADEMARK Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

REEL: 002870 FRAME: 0205

FORM PTO-1618B  
Expires 06/30/99  
OMR 0651 0027

Page 2

U.S. Department of Commerce  
Patent and Trademark Office  
**TRADEMARK**

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2,423,811"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
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**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Deposit Account

Enclosed

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

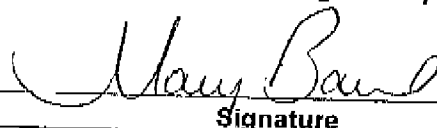
No

**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. Charges to deposit account are authorized, as indicated herein.

Mary Dalton Baril

Name of Person Signing



Signature

10/13, 2003

Date Signed

FORM PTO-1554 (modified)  
(Rev. 6-93)  
OMB No. 0651-0011 (exp. 4/94)  
Copyright 1994-97 LegalStar  
IMOS/REV03

Docket No.:

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):

428.03  
Mattress Discounters Corporation East

- 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  No  
(Designations must be a separate document from Additional name(s) & address(es)  Yes  No

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

Additional numbers

B. Trademark Registration No.(s)

See attached schedule

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 TDIAT1 00000059 75604125

01 FC:8521 40.00 OP  
02 FC:8522 1830.00 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

DO NOT USE THIS SPACE

RECEIVED OF PUBLIC RECORDS  
2003 JUN 28 AM 7:28  
FINANCE SECTION

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

TRADEMARK

Total number of pages including cover sheet, attachments, and

REF: 002870 FRAME: 0207

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

**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
PLUSIMORE	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:           Rick Frier            
Name:           Rick Frier            
Title:           CFO