

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Westco Group, Inc.		01/31/2004	CORPORATION: OHIO

RECEIVING PARTY DATA	
Name:	Knopf Systems, LLC
Street Address:	1209 North Orange Street
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19801-1120
Entity Type:	LTD LIAB JT ST CO: UNITED STATES

PROPERTY NUMBERS Total: 5		
Property Type	Number	Word Mark
Serial Number:	76098483	MATTRESSWAREHOUSE.COM
Registration Number:	1237826	MATTRESS WAREHOUSE
Registration Number:	1847156	SLEEP FAIR
Registration Number:	1949000	MATTRESS WAREHOUSE
Registration Number:	2344727	MATTRESS WAREHOUSE FOR KIDS

CORRESPONDENCE DATA	
Fax Number:	(202)331-3838
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	2023318777
Email:	mucpatent@pattmcopy.com
Correspondent Name:	Cahn & Samuels, LLP
Address Line 1:	2000 P Street, NW
Address Line 2:	Suite 200
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20036

NAME OF SUBMITTER:	Maurice U. Cahn
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Total Attachments: 4	TRADEMARK
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**ATTACHMENT A
TO THE
AMENDMENT TO THE ASSET PURCHASE AGREEMENT**

ASSIGNMENT

THIS AGREEMENT, effective January 31, 2004, is made by and between WESTCO GROUP, INC., an Ohio Corporation (hereafter "WESTCO") who is in the petitioner for relief under Chapter 11, Title 11, United States Code, 11 U.S.C. §§ 101, et seq. pending in the United States Bankruptcy Court for the Northern District of Ohio, Eastern Division under docket number 03-15009(H), and Knopf Systems, LLC., a limited liability company, duly organized and existing under the laws of the State of Delaware and having an address of 1209 North Orange Street, Wilmington, Delaware 19801-1120.

WHEREAS, WESTCO has adopted, used, is using, and is the owner of the following Federal Trademark registrations and applications therefor through its own use and acquisition of rights and use of its predecessors, as applied to retail bedding, mattress, and bedding accessory store services:

<u>Mark</u>	<u>App./Reg. No.</u>	<u>Issue Date</u>
MATTRESS WAREHOUSE and design	1,237,826	May 10, 1983
SLEEP FAIR and design	1,847,156	July 26, 1994
MATTRESS WAREHOUSE & tent design	1,949,000	Jan. 16, 1996
MATTRESS WAREHOUSE FOR KIDS	2,344,727	April 25, 2000
MATTRESSWAREHOUSE.COM	Serial Number 76/098483	

WHEREAS, WESTCO has filed for and is the owner of the following state trademark registrations and assumed name certificates in various states through its own

use and acquisition of rights and use of its predecessors, as applied to retail bedding, mattress, and bedding accessory store services:

1. Kansas – MATTRESS WAREHOUSE (dated April 21, 1999)
2. Missouri - MATTRESS WAREHOUSE & Tent Design – Registration #14658 (dated April 21, 1999)
3. Kentucky - MATTRESS WAREHOUSE - assumed name certificate (Book 180 - page 19)
4. Kentucky – SLEEP FAIR - assumed name certificate (Book 180 - page 21)
5. Ohio - MATTRESS WAREHOUSE –RN116751
6. Ohio – SLEEP FAIR – Reg. No. 172509
7. Ohio – SLEEP FAIR’S MATTRESS WAREHOUSE – Reg. No. 239,659 (dated Sept. 30, 1997)
8. Tennessee - MATTRESS WAREHOUSE – Renewed Assumed Name Request No. 4640-0469 (Effective Oct. 31, 2002)
9. Tennessee – SLEEP FAIR – Renewed Assumed Name Request No. 4640-0467 (Effective Oct. 31, 2002)

WHEREAS, WESTCO has filed for and is the owner of the following uniform resource locator (domain names):

www.mattresswarehouse.com

www.mattresswarehouse.org

www.mattresswarehouse.biz

www.mattresswarehouseonline.com

www.mattresswarehouseonline.org

www.sleepfair.com

www.westco.com

WHEREAS, Knopf Systems, LLC is desirous of acquiring all rights in and to said registrations and applications therefore, trademarks and trademark rights including all goodwill associated therewith as well as the above-listed domain names;

NOW, THEREFORE, for good and valuable consideration pursuant to underlying agreements, the receipt hereof being acknowledged:

1. WESTCO hereby assigns all right, title, and interest in and to the above-identified intellectual properties including registrations, trademarks rights, state registrations and assumed names together with said goodwill of the business symbolized by and associated with said registrations, trademarks and said trademark rights to Knopf Systems, LLC. WESTCO also agrees to provide Knopf Systems, LLC any assistance reasonably requested by Knopf Systems, LLC which Knopf Systems, LLC believes is required to enforce such rights in the United States and throughout the world, and further agrees not to engage in any activity that would diminish the value of the rights conveyed herein.

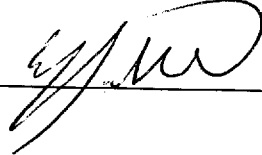
2. WESTCO, further assigns all right, title, and interest in and to said uniform locators (domain names) and agrees to provide Knopf Systems, LLC any assistance reasonably requested by Knopf Systems, LLC to effectuate transfer of ownership to Knopf Systems, LLC.

3. The above rights are to be held and enjoyed by the Knopf Systems, LLC together with full power to dispose of same or assign to others, as fully and entirely as the same could have been held and enjoyed by WESTCO, its successors and assigns, if this sale and assignment had not been made.

Signed at Akron, Ohio

For: WESTCO GROUP, INC.

Date: 2/17/04

By: 

Signed at _____, Ohio

For: TRUSTEE IN BANKRUPTCY

Date: _____

By: _____

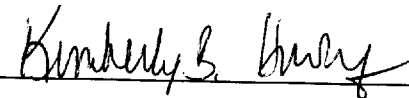
ACCEPTANCE OF ASSIGNMENT

Knopf Systems, LLC, hereby declares that it accepts the assignment of all the right, title, and interest of WESTCO in and to the above identified intellectual properties and the existing registration therefor, the subject matter of this assignment.

Signed at Charleston, West Virginia.

For: Knopf Systems, LLC

Date: July 29, 2004

By: 

Kimberly B. Knopf, Manager