

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	CHANGE OF NAME
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Tempur World Holding Company ApS		08/02/2004	CORPORATION: DENMARK

RECEIVING PARTY DATA	
Name:	Dan-Foam ApS
Street Address:	Holmelund 43
City:	Aarup
State/Country:	DENMARK
Postal Code:	DK-5560
Entity Type:	CORPORATION: DENMARK

PROPERTY NUMBERS Total: 4		
Property Type	Number	Word Mark
Registration Number:	1853088	TEMPUR-PEDIC
Registration Number:	1926469	TEMPUR
Registration Number:	1924637	TEMPUR MED
Registration Number:	2495299	TEMPUR

CORRESPONDENCE DATA	
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ATTORNEY DOCKET NUMBER:	70163-0001 US00
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DOMESTIC REPRESENTATIVE	TRADEMARK
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NAME OF SUBMITTER:

Dyann L. Kostello

Total Attachments: 2

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Den 2. august 2004 blev der afholdt ekstraordinær generalforsamling i Tempur World Holding Company ApS, CVR-nummer 24209709, på selskabets adresse.

Til dirigent blev valgt advokat Carsten Fode.

Dirigenten konstaterede, at samtlige andelslavere var til stede eller lovligt repræsenteret. Dirigenten konstaterede endvidere generalforsamlingens lovlighed.

Dagsordenen var:

1. Vedtagelse af fusionen med Dan-Foam ApS
2. Ændring af selskabets navn til Dan-Foam ApS

Ad 1

Dirigenten fremlagde fusionsplan underskrevet af selskabets respektive bestyrelser den 25. juni 2004, bestyrelsens redogørelse om fusionsregnskabet i medfør af anpartsselskabslovens § 65, jf. aktieselskabslovens § 134b, stk. 2, samt revisors udtalelser og erklæring i medfør af anpartsselskabslovens § 65, jf. aktieselskabslovens § 134c. Dokumenterne blivde med selskabernes sidste tre årsrapporter har været fremlagt på selskabets kontor siden den 25. juni 2004.

Fusionen blev vedtaget enstemmigt og med alle stemmer i overensstemmelse med den bekendtgjorte fusionsplan.

Ad 2

Som konsekvens af den vedtagne fusion blev det foreslået at ændre selskabets navn

On 2 August 2004, an extraordinary general meeting of Tempur World Holding Company ApS, company reg. no (CVR) 24209709, was held at address of the company.

Carsten Fode, attorney, was elected chairman of the meeting.

The chairman ascertained that all shareholders were present or lawfully represented. The chairman further ascertained the lawfulness of the general meeting.

The agenda of the meeting was:

1. Adoption of the Merger with Dan-Foam ApS
2. Alteration of the name of the company to Dan-Foam ApS

Re 1

The chairman presented the merger plan signed by the company's respective board of directors on 25 June 2004, the director's report on the merger accounts pursuant to the Danish Private Companies Act, s. 65, cf. the Danish Companies Act s. 134b(2) as well as the auditors' opinion and statement pursuant to section 65 of the Danish Private Companies Act, cf. s. 134c of the Danish Companies Act. The said documents and the three latest annual accounts of the companies have been available for inspection at the office of the company since 25 June 2004.

It was unanimously resolved to adopt the merger in accordance with the merger plan presented at the meeting.

Re 2

As a consequence of the adopted merger, a resolution was proposed to alter the com-

til Dan-Foam ApS, og som konsekvens heraf var der stillet forslag om at ændre vedtægternes § 1 som følger:

"1. NAVN

1.1 Selskabets navn er Dan-Foam ApS.

1.2 Selskabet driver virksomhed under følgende binavne:


- 1) Dan-Foam Holding Company ApS (Dan-Foam ApS) og
- 2) Tempur World Holding Company ApS (Dan-Foam ApS).

Forslaget blev vedtaget enstemmigt og med alle stemmer.

Dirigenten bemyndigedes til at anmelde det vedtagne til Erhvervs- og Selskabsstyrelsen og til i forbindelse hermed at foretage sådanne ændringer og tilføjelser i anmeldelsen til Erhvervs- og Selskabsstyrelsen og det vedtagne, som måtte være påkrævet for at opnå registrering.

Generalforsamlingen blev afsluttet.

Dirigent:



Director's Name

pany's name to Dan-Foam ApS, and consequently it was also proposed to alter s. 1 of the Articles of Association of the company as follows:

"1. NAME

1.1 The name of the company is Dan-Foam ApS

1.2 The company's subsidiary names are

- 1) Dan-Foam Holding Company ApS (Dan-Foam ApS) and
- 2) Tempur World Holding Company ApS (Dan-Foam ApS)".

The resolution was adopted by unanimous agreement; all votes cast.

The chairman was authorised to register the resolutions passed by the general meeting with the Danish Commerce and Companies Agency (Erhvervs- og Selskabsstyrelsen) and to make such addition, alteration or amendment thereto or therein, as the Danish Commerce and Companies Agency may require for registration.

The general meeting was closed.

Chairman:



Chairman's Name

3. August 2004

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