

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Mattress Pro of Nevada, LLC

- Individual(s)
- General Partnership
- Corporation-State
- Other limited liability company

- Association
- Limited Partnership

Citizenship (see guidelines) Nevada

Execution Date(s) October 12, 2004

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Retail Mattress Ventures, L.P.

Internal

Address:

Street Address: 4300 Steiner Ranch Blvd.,

City: Austin Suite 405

State: TX

Country: USA Zip: 78732

- Association Citizenship
- General Partnership Citizenship
- Limited Partnership Citizenship Texas
- Corporation Citizenship
- Other Citizenship

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)

4. Application number(s) or registration number(s) and Identification or description of the Trademark.

A. Trademark Application No.(s)

76541428

B. Trademark Registration No.(s)

76541429

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

"Mattress Pro" "Mattress Pro America's Leading Mattress Discounter!"

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

Name: Dana L. Desenberg

Internal Address:

Street Address: 2727 Allen Pkwy, Ste. 1700

City: Houston

State: TX Zip: 77019-2125

Phone Number: 713-739-7007

Fax Number: 713-739-8403

Email Address: ddesenberg@cjm1aw.com

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 65.00

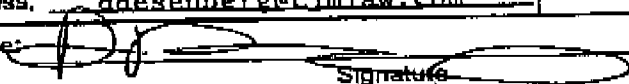
- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers 0018
Expiration Date 09/05

b. Deposit Account Number _____
Authorized User Name _____

9. Signature:



Signature

10/14/04

Date

Dana L. Desenberg

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 3

Documents to be recorded (including cover sheet) should be faxed to (703) 308-6995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1460, Alexandria, VA 22313-1460

OP \$65.00 76541428

TRADEMARK ASSIGNMENT

WHEREAS, Mattress Pro of Nevada, LLC, a Nevada limited liability company ("Assignor"), is the owner of the entire right, title and interest in and to the trademarks identified in Appendix A hereto (the "Marks"); and

WHEREAS, Retail Mattress Ventures, L.P., a Texas limited partnership ("Assignee"), is desirous of acquiring ownership of the Marks;

NOW, THEREFORE, Assignor does hereby sell, assign and transfer to Assignee for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor's title, rights and interests in and to the Marks, including the right to file applications for registrations of the Marks and any rights assigned under this Agreement together with the goodwill attached to and symbolized by the Marks; the same to be held and enjoyed by Assignee, for its own use, and for its legal representatives and assigns as fully and entirely as the same would have been held by Assignor had this assignment not been made. Assignor assigns and further transfers to Assignee whatever cause of action Assignor may have for past or present infringement of the Marks, together with the right to bring suit for any such infringement and to seek and receive damages and other relief arising from any such infringement.


Executed this 12 day of October, 2004.

ASSIGNOR: MATTRESS PRO OF NEVADA, LLC

By: 
Philip Busker, President

ASSIGNEE: RETAIL MATTRESS VENTURES, L.P.

By: Retail Mattress Ventures
Management GP, LLC,
its General Partner

By: 
Philip Busker, President

APPENDIX A

Mark	Description	Serial No.
MATTRESS PRO	IC 020. US 002 013 022 025 032 050. G & S: mattresses, beds, bedroom furniture, and bed frames. FIRST USE: 20020901.	76541428
MATTRESSPRO AMERICA'S LEADING MATTRESS DISCOUNTER!	IC 020. US 002 013 022 025 032 050. G & S: mattresses, beds, bedroom furniture, bed frames and other bedding supplies.	76541429