

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

02/08/2006
900041676

| | | | |
|--|----------------------------|--|--------------------|
| SUBMISSION TYPE: | | CORRECTIVE ASSIGNMENT | |
| NATURE OF CONVEYANCE: | | Corrective Assignment to correct the State of assignee's corporation to be changed from Georgia to Delaware previously recorded on Reel 001984 Frame 0326. Assignor(s) hereby confirms the Original assignment recorded assignee's state of corporation as Georgia and should be Delaware. | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| The Pillow Factory, Inc. | | 08/03/1999 | CORPORATION: |
| RECEIVING PARTY DATA | | | |
| Name: | Encompass Group, LLC | | |
| Street Address: | 615 Macon Road | | |
| City: | McDonough | | |
| State/Country: | GEORGIA | | |
| Postal Code: | 30253 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2253121 | HOUSEKEEPER'S PRIDE | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (678)406-8701 | | |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | | |
| Phone: | (678) 406-8700 | | |
| Email: | dkennedy@bakerdonelson.com | | |
| Correspondent Name: | Dorian B. Kennedy | | |
| Address Line 1: | Five Concourse Parkway | | |
| Address Line 2: | Suite 900 | | |
| Address Line 4: | Atlanta, GEORGIA 30328 | | |
| ATTORNEY DOCKET NUMBER: | 2170228-000034 | | |
| NAME OF SUBMITTER: | Dorian B. Kennedy | | |

OP \$40.00 2253121

| | |
|--|--------------------|
| Signature: | /dorian b kennedy/ |
| Date: | 02/08/2006 |
| Total Attachments: 2 source=PillowFactoryEncompass 2253121#page1.tif source=PillowFactoryEncompass 2253121#page2.tif | |

JRM PTO-1594
ev. 6-93)
MB No. 0651-0011 (exp. 4/94)

MRS 11-1-99

RE

11-04-1999



1 SHEET
OF
1

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings

To the Honorable Commissioner of

101191419

attached original documents or copy thereof.

1. Name of conveying party(ies):

The Pillow Factory, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other

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

3. Nature of conveyance:

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

Execution Date: August 3, 1999

2. Name and address of receiving party(ies)

Name: Encompass Group, L.L.C.

Internal Address:

Street Address: 615 Macon Road

City: McDonough State: GA ZIP: 30253

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Georgia
- 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 patent number(s):

A. Trademark Application No.(s)

75/285,641 75/519,790
 75/519,787 75/519,791
 75/519,788 75/519,792
 75/519,789 75/542,603

B. Trademark Registration No.(s)

1,495,827 2,160,465 2,231,785
 1,736,665 2,160,466 2,253,120
 1,792,639 2,198,094 2,253,121
 2,231,784

Additional numbers attached? Yes No

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

Name: Robert B. Kennedy

Internal Address: Kennedy, Davis & Hodge LLP

Street Address: Five Concourse Parkway
Suite 900

City: Atlanta State: GA ZIP: 30328

6. Total number of applications and registrations involved: 18

7. Total fee (37 CFR 3.41).....\$ 720.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

11-0553 (deficiencies only)

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

103/1999 DNEIYEM 00000298 75285641

1 FD:481
2 FF:482

(40.00 DP
425.00 OB)

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 copies is a true copy of the original document.

Robert B. Kennedy

Name of Person Signing

Signature

103/1999 DNEIYEM 00000298 75285641
Page/Run#: 75285641 / 4255
Date: 08/27/99

3

Date

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

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

TRADEMARK

REEL: 003259 FRAME: 0311

ASSIGNMENT

WHEREAS, THE PILLOW FACTORY, INC., a corporation of the State of Illinois and doing business at 1445 Armour Boulevard, Mundelein, IL 60060, has adopted and used in its business the following listed trademarks which are registered, or for which application to register have been file, in the United States Patent and Trademark Office, under the registration numbers or application numbers as shown:

| <u>U.S. TRADEMARK</u> | <u>REGISTRATION NUMBER</u> | <u>REGISTRATION DATE</u> |
|-----------------------|----------------------------|--------------------------|
| HUG-A-BUDDY | 2,160,466 | 05/26/98 |
| HUG-A-BUDDY JR. | 2,160,465 | 05/26/98 |
| HUG-A-BUDDY | 1,792,639 | 09/14/93 |
| SRC 2000 | 2,198,094 | 10/20/98 |
| VELVETY SLEEP | 2,231,785 | 03/16/99 |
| SATINY COMFORT | 2,231,784 | 03/16/99 |
| HOUSEKEEPER'S CHOICE | 2,253,120 | 06/15/99 |
| HOUSEKEEPER'S PRIDE | 2,253,121 | 06/15/99 |
| SOFFILL | 1,495,827 | 07/12/88 |
| ZIP N'SAVE | 1,736,665 | 12/01/92 |

| <u>U.S. TRADEMARK</u> | <u>APPLICATION SERIAL NO.</u> | <u>FILING DATE</u> |
|-----------------------|-------------------------------|--------------------|
| FRESH START | 75/285,641 | 05/02/97 |
| OXFORD COLLECTION | 75/519,792 | 07/16/98 |
| SCENTUAL SLEEP | 75/519,791 | 07/16/98 |
| MiraLUXE | 75/519,790 | 07/16/98 |
| MiraGUARD | 75/519,789 | 07/16/98 |
| AROMATHERAPY COMFORT | 75/519,788 | 07/16/98 |
| THE PILLOW FACTORY | 75/519,787 | 07/16/98 |

SPIRALsoft

75/542,603

08/26/98

WHEREAS, ENCOMPASS GROUP, L.L.C., a Delaware Limited Liability Corporation, doing business at 615 Macon Road, McDonough, GA 30253, has entered into a contract dated July 30, 1999 to acquire the aforesaid business including said trademarks listed above;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by The Pillow Factory, Inc., be it known The Pillow Factory, Inc. does hereby assign and transfer, effective July 30, 1999, to the said Encompass Group, L.L.C., its successors and assigns, the entire right, title and interest in and to the trademarks and their registrations or applications to register, listed above, and the goodwill and good name of the business conducted under the above-listed trademarks.

EXECUTED THIS 30th day of July, 1999.

THE PILLOW FACTORY, INC., a Corporation of the State of Illinois

Signature:

Michael D. Green
Michael D. Green, President

ATTEST:

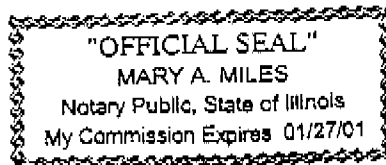
STATE OF ILLINOIS :

COUNTY OF LAKE :

BEFORE ME, the undersigned authority, on this day personally appeared Michael D. Green, President, of THE PILLOW FACTORY, INC., a corporation of the State of Illinois, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated, and as the act and deed of said corporation.

GIVEN under my hand and seal of office this 30th day of July, 1999.

Mary A. Miles
Notary Public



ASSIGNMENT

WHEREAS, THE PILLOW FACTORY, INC., a corporation of the State of Illinois and doing business at 1445 Armour Boulevard, Mundelein, IL 60060, has adopted and used in its business the following listed trademarks which are registered, or for which application to register have been file, in the United States Patent and Trademark Office, under the registration numbers or application numbers as shown:

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| SCENTUAL SLEEP | 75/519,791 | 07/16/98 |
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| MiraGUARD | 75/519,789 | 07/16/98 |
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| THE PILLOW FACTORY | 75/519,787 | 07/16/98 |

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EXECUTED THIS 3rd day of July, 1999.

THE PILLOW FACTORY, INC., a Corporation of the State of Illinois

Signature:

Michael D. Green
Michael D. Green, President

ATTEST:

STATE OF ILLINOIS :

COUNTY OF LAKE :

BEFORE ME, the undersigned authority, on this day personally appeared Michael D. Green, President, of THE PILLOW FACTORY, INC., a corporation of the State of Illinois, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated, and as the act and deed of said corporation.

GIVEN under my hand and seal of office this 3rd day of July, 1999.

Mary A Miles
Notary Public



MFC-A-01.TMAA