

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Certificate of Conversion

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sleep Country USA, Inc.		08/25/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Sleep Country USA, LLC
Street Address:	7029 S. 220th St.
City:	Kent
State/Country:	WASHINGTON
Postal Code:	98032
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Serial Number:	78755472	NOT EVERYONE CAN BE A FOSTER PARENT, BUT ANYONE CAN HELP A FOSTER CHILD
Serial Number:	78755479	NOT EVERYONE CAN BE A FOSTER PARENT, BUT ANYONE CAN HELP A FOSTER CHILD
Serial Number:	78755475	NOT EVERYONE CAN BE A FOSTER PARENT, BUT ANYONE CAN HELP A FOSTER CHILD
Serial Number:	78557275	WHERE PLUS! MEANS MINUS!
Serial Number:	78885734	GUARANTEED COMFORT. BEST SELECTION. LOWEST PRICE.
Serial Number:	78263064	IF YOU'RE NOT PICKY ABOUT COLOR
Serial Number:	78351503	REST ASSURED GUARANTEE
Serial Number:	78269240	SLEEP COUNTRY PLUS
Serial Number:	78269235	SLEEP COUNTRY
Serial Number:	76250025	THE SLEEP EXPRESS PREMIER DELIVERY SERVICE
Serial Number:	75919639	WE WON'T REST UNTIL YOU DO

CH \$365.00 78755472

Serial Number:	74429482	WHY BUY A MATTRESS ANYWHERE ELSE?
Serial Number:	74191616	SLEEP COUNTRY USA
Serial Number:	76250026	THE SLEEP EXPRESS

CORRESPONDENCE DATA

Fax Number: (206)359-9000
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 206-359-8000
Email: pctrademarks@perkinscoie.com
Correspondent Name: Heidi L. Sachs
Address Line 1: 1201 Third Avenue
Address Line 2: Suite 4800
Address Line 4: Seattle, WASHINGTON 98101

ATTORNEY DOCKET NUMBER:	31456-4000
NAME OF SUBMITTER:	Hugo Torres
Signature:	/Hugo Torres/
Date:	11/13/2006

Total Attachments: 4
source=Notice of Conversion from INC to LLC for Sleep Country SCUSA LLC#page1.tif
source=Notice of Conversion from INC to LLC for Sleep Country SCUSA LLC#page2.tif
source=Notice of Conversion from INC to LLC for Sleep Country SCUSA LLC#page3.tif
source=Notice of Conversion from INC to LLC for Sleep Country SCUSA LLC#page4.tif

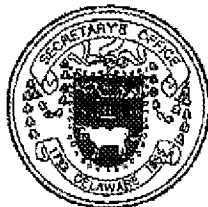
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "SLEEP COUNTRY USA, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "SLEEP COUNTRY USA, INC." TO "SLEEP COUNTRY USA, LLC", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF AUGUST, A.D. 2006, AT 2:01 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3139316 8100V
060795784

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5000058

DATE: 08-25-06

TRADEMARK
REEL: 003427 FRAME: 0090

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:03 PM 08/25/2006
FILED 02:01 PM 08/25/2006
SRV 060795784 - 3139316 FILE

STATE OF DELAWARE

CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY

(PURSUANT TO SECTION 18-214 OF THE LIMITED LIABILITY ACT)

- FIRST: The jurisdiction where the Corporation first formed is Delaware.
- SECOND: The jurisdiction immediately prior to filing this Certificate is Delaware.
- THIRD: The date the corporation first formed is December 20, 1999.
- FOURTH: The name of the Corporation immediately prior to filing this Certificate is Sleep Country USA, Inc.
- FIFTH: The name of the Limited Liability Company as set forth in the Certificate of Formation is Sleep Country USA, LLC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion on the 25th day of August, 2006.



Name: William S. Creekmuir
Title: Executive Vice President, Assistant
Treasurer and Assistant Secretary

Delaware

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "SLEEP COUNTRY USA, LLC" FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF AUGUST, A.D. 2006, AT 2:01 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3139316 8100V
060795784

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5000058

DATE: 08-25-06

TRADEMARK
REEL: 003427 FRAME: 0092

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:03 PM 08/25/2006
FILED 02:01 PM 08/25/2006
SRV 060795784 - 3139316 FILE

CERTIFICATE OF FORMATION

OF

SLEEP COUNTRY USA, LLC

- FIRST:** The name of the limited liability company is Sleep Country USA, LLC.
- SECOND:** The address of its registered office in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, DE 19808, County of New Castle. The name of its registered agent at such address is Corporation Service Company.
- THIRD:** This Certificate of Formation shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Sleep Country USA, LLC this 25th day of August, 2006.



Name: William S. Creeknair
Title: Executive Vice President,
Assistant Treasurer and Assistant
Secretary

BO:114297001328#011 DOC:174339 0818