

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Spring Air Company		06/25/2007	CORPORATION: ILLINOIS

RECEIVING PARTY DATA

Name:	Spring Air IP Holding, LLC
Street Address:	1111 Nicholas Blvd.
City:	Elk Grove Village
State/Country:	ILLINOIS
Postal Code:	60007-2516
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 88

Property Type	Number	Word Mark
Registration Number:	2891423	
Registration Number:	1088160	
Serial Number:	78695145	A COMFORTABLE FIT FOR ANY BUDGET
Registration Number:	1900674	ALL SEASONS
Registration Number:	0847035	BACK SUPPORTER
Registration Number:	1501366	CHIRO-CLASSIC
Registration Number:	1277017	CHIRO-COMFORT
Serial Number:	78486433	CHIROGRID
Registration Number:	1616770	CHIROLUX
Registration Number:	1157671	CLASSIC COMFORT
Registration Number:	1226679	COMFORT FLEX
Serial Number:	78380800	COMFORT GRADIENT
Serial Number:	78695228	COMFORT QUOTIENT
Registration Number:	2544917	COMFORTFLEX

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Registration Number:	2855148	COMFORTTRAY
Registration Number:	1759915	CONFORMA
Registration Number:	1922046	CONFORMA FOAM
Registration Number:	3024376	CONFORMA TOUCH
Registration Number:	1995059	CREATORS OF SLEEP FITNESS
Serial Number:	77044868	DISCOVER
Registration Number:	3004947	DUAL RESPONSE
Registration Number:	1793695	ESSENCE
Registration Number:	2744638	EURO TOP
Registration Number:	2998935	EUROPEAN CLASS
Registration Number:	2593221	EXTENDED LIFE FOAM
Registration Number:	2475899	FLIPFREE
Registration Number:	2645404	FLIPFREE ONE-SIDED MATTRESS
Registration Number:	1845637	FOUR SEASONS
Registration Number:	2792402	FOUR SEASONS
Registration Number:	2728013	GENTLEWARM
Registration Number:	1795892	GRAND AWARD
Registration Number:	0631772	HEALTH CENTER
Registration Number:	0943627	HEALTH COMFORT
Registration Number:	1482392	INFINITY
Registration Number:	2716765	INTERACTIVE COIL
Registration Number:	2943896	IT'S WHAT'S NEXT
Registration Number:	2696377	JUST RIGHT
Registration Number:	2981874	JUST RIGHT FOR EACH OF YOU. JUST RIGHT FOR BOTH OF YOU.
Registration Number:	1066763	KARR
Registration Number:	2065860	LE FORMA
Registration Number:	1127047	LIQUITRON
Registration Number:	2296643	LUXURIANCE
Registration Number:	2248310	LUXURIANCE
Registration Number:	0957759	LUXURY COMFORT
Registration Number:	1781454	MAXIMUM PROFILE
Registration Number:	2018639	NATURAL COMFORT
Registration Number:	3146637	NORDIC SLEEP FITNESS
Registration Number:	1992474	PERFORMANCE EDGE

Registration Number:	1041349	POSTUR-CENTER
Registration Number:	0943626	POSTURE COMFORT
Registration Number:	1422869	POSTURE CUSHION
Registration Number:	2166285	POSTURE POWER
Registration Number:	2785654	POWER COIL
Registration Number:	2728014	REGAL QUEEN
Registration Number:	1966043	SILKESENCE
Registration Number:	2723048	SIMPLICITY
Registration Number:	1109397	SLEEP CUSHION
Registration Number:	1955913	SLEEP FITNESS
Registration Number:	2844233	SLEEP RITE
Registration Number:	0957293	SLUMBER COMFORT
Registration Number:	1058464	SLUMBERON
Serial Number:	77064685	SMART PROFILE
Registration Number:	2728012	SO NATURALLY COMFORTABLE
Registration Number:	0588378	SPINE-O-PEDIC
Registration Number:	2725614	SPRING AIR
Registration Number:	1059300	SPRING AIR
Registration Number:	2357639	SPRING AIR "THE MATTRESS WITH THE JUST-RIGHT- FEELING."
Registration Number:	2561792	SPRING AIR
Registration Number:	1068983	SPRING AIR
Registration Number:	2349988	SPRING AIR BEARS WATCHING
Registration Number:	2624171	SPRING AIR JUST RIGHT.
Serial Number:	78444470	SPRING AIR MATTRESS DIRECT
Serial Number:	78457144	SPRING AIR SLEEP CENTER
Registration Number:	2538803	SPRINGAIR
Registration Number:	1018026	SPRING-O-PEDIC
Registration Number:	0920186	SUPERIOR SLEEPRITE
Registration Number:	2748563	THE HEATED MATTRESS FOR JUST RIGHT NIGHTS
Registration Number:	2482348	THE MATTRESS THAT CONFORMS TO YOU
Registration Number:	2548360	THE MATTRESS WITH THE JUST-RIGHT-FEELING
Registration Number:	2549957	THE NEVERTURN MATTRESS
Registration Number:	1174244	TO LIVE RIGHT SLEEP RITE
Registration Number:	3094096	TODAY'S LUXURY. NATURALLY.

Registration Number:	1123303	TRI ZONE
Serial Number:	78695183	ULTRABLEND
Registration Number:	1407726	UNIPEDIC
Registration Number:	2974721	WIRELESS EDGE
Serial Number:	78695085	YOUR BACK NEVER FELT SO GOOD
Registration Number:	1845633	ZERO GRAVITY

CORRESPONDENCE DATA

Fax Number: (312)456-8435
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 312-456-8400
Email: chitmdocket@gtlaw.com
Correspondent Name: Howard E. Silverman
Address Line 1: 77 West Wacker Drive, Suite 2500
Address Line 4: chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER:	075026.010600
NAME OF SUBMITTER:	Howard E. Silverman
Signature:	/Howard E. Silverman/
Date:	06/25/2007

Total Attachments: 6
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TRADEMARK ASSIGNMENT

WHEREAS, pursuant to that certain Intellectual Property Purchase Agreement (the "Purchase Agreement"), dated as of June 25, 2007, by and among The Spring Air Company, an Illinois corporation ("Assignor"), and Spring Air IP Holding, LLC, a Delaware limited liability company ("Assignee") Assignor has agreed to sell certain Trademarks (as defined in the Purchase Agreement) to Assignee; and

WHEREAS, in order to effectuate Assignor's assignment to Assignee of its entire rights, title and interests in and to the Trademarks of Assignor being sold to Assignee pursuant to the Purchase Agreement, Assignor is executing this instrument of assignment.

FOR GOOD AND VALUABLE CONSIDERATION, the sufficiency and receipt of which are hereby acknowledged, Assignor hereby assigns, transfers and conveys, as of June 25, 2007, to Assignee, Assignor's entire worldwide right, title and interest in and to, including, without limitation, any and all common law rights thereto, as well as the goodwill of the business symbolized by, the trademarks identified on **Exhibit A** attached hereto (collectively, the "Trademarks").

Together with Assignor's right, title and interest in and to each of the Trademarks, as well as the goodwill of the business associated with said Trademarks being assigned to Assignee, are the rights to police, monitor and enforce said Trademarks against any and all past, current and/or future infringements (including, without limitation, the right to sue for and collect damages caused by any such infringement) which may have occurred at any time in the unlimited past, up to the date of this present Trademark Assignment, together with any and all further privileges in the United States to establish use, ownership, and/or registration of the Trademarks.

Assignor hereby represents, warrants and covenants that, with respect to each Trademark, it has the full right to convey its above-described right, title, interest and goodwill by this instrument, free and clear of any encumbrances and that no other agreement has been or will be executed in conflict herewith.

Assignor agrees to perform all affirmative acts which may be necessary or desirable to record or perfect the above-described transfer of trademark rights, or to secure registrations before the United States Patent and Trademark Office or any foreign trademark office, at Assignee's expense, as well as to cooperate with Assignee in obtaining and/or providing information required in any proceedings relating to the Trademarks, again at Assignee's expense.

Assignor further authorizes the Commissioner of Patents and Trademarks of the United States, and the appropriate official in any other country, to issue any and all trademark registrations, amended registrations and/or renewals that may be granted upon any application or petition for same, to Assignee, and/or Assignee's successors and/or assigns.

Assignor hereby grants to the designated attorneys of Assignee, the authority and power to insert on this instrument, any further identification which may be necessary or desirable for purposes of recordation by the United States Patent and Trademark Office or the Trademark Office of any other country throughout the world.

* * * * *

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be executed as of the date first written above.

THE SPRING AIR COMPANY

By: J. R. Heston
Name: _____
Title: _____

SPRING AIR IP HOLDING, LLC

By: J. R. Heston
Name: _____
Title: _____

Exhibit A

US REGISTERED TRADEMARKS & PENDING TRADEMARK APPLICATIONS

<u>Mark</u>	<u>Status</u>	<u>Registration - Application No.</u>
** DESIGN ONLY **	Registered	2891423
** DESIGN ONLY **	Renewed	1088160
A COMFORTABLE FIT FOR ANY BUDGET	Published	78/695,145
ALL SEASONS	Renewed	1900674
BACK SUPPORTER	Renewed	847035
CHIRO-CLASSIC	Registered	1501366
CHIRO-COMFORT	Renewed	1277017
CHIROGRID	Published	78/486,433
CHIROLUX	Renewed	1616770
CLASSIC COMFORT	Renewed	1157671
COMFORT FLEX	Renewed	1226679
COMFORT GRADIENT	Published	78/380,800
COMFORT QUOTIENT	Published	78/695,228
COMFORTFLEX & Design	Registered	2544917
COMFORTTRAY	Registered	2855148
CONFORMA	Renewed	1759915
CONFORMA FOAM	Renewed	1922046
CONFORMA TOUCH	Registered	3024376
CREATORS OF SLEEP FITNESS	Renewed	1995059
DISCOVER	Pending	77/044,868
DUAL RESPONSE	Registered	3004947
ESSENCE	Renewed	1793695
EURO TOP	Registered	2744638
EUROPEAN CLASS	Registered	2998935
EXTENDED LIFE FOAM	Registered	2593221
FLIPFREE	Registered	2475899
FLIPFREE ONE-SIDED MATTRESS & Design	Registered	2645404
FOUR SEASONS	Renewed	1845637
FOUR SEASONS & Design	Registered	2792402
GENTLEWARM	Registered	2728013

GRAND AWARD	Renewed	1795892
HEALTH CENTER & Design	Renewed	631772
HEALTH COMFORT	Renewed	943627
INFINITY	Registered	1482392
INTERACTIVE COIL	Registered	2716765
IT'S WHAT'S NEXT	Registered	2943896
JUST RIGHT	Registered	2696377
JUST RIGHT FOR EACH OF YOU. JUST RIGHT FOR BOTH OF YOU.	Registered	2981874
KARR & Design	Renewed	1066763
LE FORMA	Registered	2065860
LIQUITRON	Renewed	1127047
LUXURIANCE	Registered	2296643
LUXURIANCE & Design	Registered	2248310
LUXURY COMFORT	Renewed	957759
MAXIMUM PROFILE	Renewed	1781454
NATURAL COMFORT	Registered	2018639
NORDIC SLEEP FITNESS	Registered	3146637
PERFORMANCE EDGE	Renewed	1992474
POSTUR-CENTER	Renewed	1041349
POSTURE COMFORT	Renewed	943626
POSTURE CUSHION	Registered	1422869
POSTURE POWER	Registered	2166285
POWER COIL	Registered	2785654
REGAL QUEEN	Registered	2728014
SILKESSENCE	Renewed	1966043
SIMPLICITY	Registered	2723048
SLEEP CUSHION	Renewed	1109397
SLEEP FITNESS	Renewed	1955913
SLEEP RITE	Registered	2844233
SLUMBER COMFORT	Renewed	957293
SLUMBERON	Renewed	1058464
SMART PROFILE	Pending	77/064,685
SO NATURALLY COMFORTABLE	Registered	2728012
SPINE-O-PEDIC	Renewed	588378

SPRING AIR	Registered	2725614
SPRING AIR	Renewed	1059300
SPRING AIR "THE MATTRESS WITH THE JUST-RIGHT-FEELING." & Design	Registered	2357639
SPRING AIR & Design	Registered	2561792
SPRING AIR & Design	Renewed	1068983
SPRING AIR BEARS WATCHING	Registered	2349988
SPRING AIR JUST RIGHT. & Design	Registered	2624171
SPRING AIR MATTRESS DIRECT	Published	78/444,470
SPRING AIR SLEEP CENTER	Published	78/457,144
SPRING AIR SLEEP CENTER	Published	--
SPRINGAIR	Registered	2538803
SPRING-O-PEDIC	Registered	
SPRING-O-PEDIC	Renewed	1018026
SUPERIOR SLEEPRITE & Design	Renewed	920186
THE HEATED MATTRESS FOR JUST RIGHT NIGHTS	Registered	2748563
THE MATTRESS THAT CONFORMS TO YOU	Registered	2482348
THE MATTRESS WITH THE JUST-RIGHT-FEELING	Registered	2548360
THE NEVERTURN MATTRESS & Design	Registered	2549957
TO LIVE RIGHT SLEEP RITE	Renewed	1174244
TODAY'S LUXURY. NATURALLY. & Design	Registered	3094096
TRI ZONE	Renewed	1123303
ULTRABLEND	Published	78/695,183
UNIPEDIC	Renewed	1407726
WIRELESS EDGE	Registered	2974721
YOUR BACK NEVER FELT SO GOOD	Published	78/695,085
ZERO GRAVITY	Renewed	1845633