

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Mattress Discounters Corporation		12/05/2008	CORPORATION: MARYLAND
Mattress Discounters Corporation East		12/05/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Mattress Discounters Group, LLC
Composed Of:	COMPOSED OF Roomstore, Inc. Ray Bojanowski
Street Address:	6230 Arlington Blvd.
City:	Falls Church
State/Country:	VIRGINIA
Postal Code:	22044
Entity Type:	LIMITED LIABILITY COMPANY: VIRGINIA

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Registration Number:	2232593	SLUMBERCARE
Registration Number:	2239338	SLEEP DIMENSIONS
Registration Number:	2738747	DISCOVER YOUR COMFORT HAVE A GOOD NIGHT'S SLEEP ON US
Registration Number:	2758092	MATTRESS DISCOUNTERS HAVE A GOOD NIGHT'S SLEEP ON US.
Registration Number:	2776934	DISCOVER YOUR COMFORT
Registration Number:	2779602	COMFORT SOURCE RAISING COMFORT TO A NEW DIMENSION
Registration Number:	2782841	
Registration Number:	2807072	THE BODY AND SPIRIT COLLECTION
Registration Number:	2323023	SENSI-FLEX
Registration Number:	2825900	MATTRESS DISCOUNTERS

OP \$515.00 2232593

Registration Number:	2834292	MATTRESS DISCOUNTERS HAVE A GOOD NIGHT'S SLEEP ON US
Registration Number:	2913797	1-800-BED-TIME
Registration Number:	1661181	MATTRESS DISCOUNTERS
Registration Number:	1676268	HAVE A GOOD NIGHT'S SLEEP ON US
Registration Number:	1754344	
Registration Number:	1321423	COMFORTSOURCE
Registration Number:	1382786	MATTRESS DISCOUNTERS HAVE A GOOD NIGHT'S SLEEP ON US.
Registration Number:	1395720	COMFORT SOURCE
Registration Number:	2000477	1 (800) BUY-A-BED
Registration Number:	2142390	MATRIARCH

CORRESPONDENCE DATA

Fax Number: (877)446-4298
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (757) 216-4578
Email: joel@ankneylaw.com
Correspondent Name: R. Joel Ankney
Address Line 1: 192 Ballard Ct.
Address Line 2: Suite 310
Address Line 4: Virginia Beach, VIRGINIA 23462

NAME OF SUBMITTER:	R. Joel Ankney
Signature:	/R. Joel Ankney/
Date:	03/16/2009

Total Attachments: 4
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BILL OF SALE

THIS BILL OF SALE ("**Bill of Sale**"), is made and entered into as of December 5, 2008, by and among Mattress Discounters Group, LLC, a Virginia limited liability company ("**Purchaser**"), and Mattress Discounters Corporation, a Maryland corporation (collectively with its parent company, Mattress Discounters Corporation East, a Delaware corporation, "**Sellers**").

WHEREAS, pursuant to the terms and conditions of an Asset Purchase Agreement dated November 7, 2008 (the "**Purchase Agreement**"), Sellers agreed to sell, and Purchaser agreed to purchase from Sellers, the Assets (as defined in the Purchase Agreement); and

WHEREAS, by Order entered on December 4, 2008, the United States Bankruptcy Court for the District of Maryland authorized and empowered Sellers to sell the Assets to Purchaser in accordance with the terms and conditions of the Purchase Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Effective as of the date of this Bill of Sale, Sellers hereby sells, assigns, transfers and conveys to Purchaser and its successors and assigns all of Sellers' right, title and interest in and to the Assets in accordance with the terms and conditions of the Purchase Agreement.

2. Effective as of the date of this Bill of Sale, Purchaser hereby accepts the sale, assignment transfer and conveyance of the Assets in accordance with the terms and conditions of the Purchase Agreement.

3. Nothing contained in this Bill of Sale shall supersede, modify, limit, eliminate or otherwise affect any of the agreements, covenants, disclaimers, representations and/or warranties set forth in the Purchase Agreement. In the event of any conflict between the terms of this Bill of Sale and the Purchase Agreement, the terms of the Purchase Agreement shall prevail.

4. This Bill of Sale shall be binding upon, and shall inure to the benefit of, the parties hereto and their respective successors and assigns.

5. This Bill of Sale shall be interpreted in accordance with the laws of the State of Maryland, without regard to choice of law principles.

6. This Bill of Sale may be executed in any number of counterparts, each of which shall be deemed an original, and all of which shall constitute one and the same agreement. A photocopy of this Bill of Sale executed by the parties shall constitute sufficient evidence of the executed original of this Bill of Sale for all purposes.

[Signature page follows.]

IN WITNESS WHEREOF, the parties hereto have executed or caused to be executed this Bill of Sale as of the date set forth above.

PURCHASER:

Mattress Discounters Group, LLC

by Room Store, Inc, Member of LLC

By: *[Signature]*

Name:

Title: *CEO PRESIDENT*

SELLERS:

Mattress Discounters Corporation

By: _____

Name:

Title:

Mattress Discounters Corporation East

By: _____

Name:

Title:

IN WITNESS WHEREOF, the parties hereto have executed or caused to be executed this Bill of Sale as of the date set forth above.

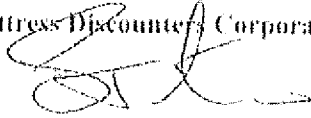
PURCHASER:

Mattress Discounters Group, LLC

By:
Name:
Title:

SELLERS:

Mattress Discounters Corporation

By: 
Name: STEVE NEWMAN
Title: PRESIDENT AND CEO

Mattress Discounters Corporation East

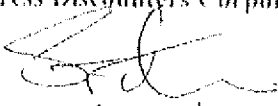
By: 
Name: Steve Newman
Title: PRESIDENT AND CEO

EXHIBIT A
TRADEMARKS & REGISTRATIONS

Mark	Reg. No.	Registration Date	Due Date	Action Required
SLUMBERCARE	2232593	March 16, 1999	March 16, 2009	Renewal
SLEEP DIMENSIONS	2239338	April 13, 1999	April 13, 2009	Renewal
DISCOVER YOUR COMFORT HAVE A GOOD NIGHT'S SLEEP	2738747	July 15, 2003	July 15, 2009	Use Declaration
MATTRESS DISCOUNTERS HAVE A GOOD NIGHT'S...	2758092	September 2, 2003	September 2, 2009	Use Declaration
DISCOVER YOUR COMFORT	2776934	October 21, 2003	October 21, 2009	Use Declaration
COMFORT SOURCE RAISING COMFORT....	2779602	November 4, 2003	November 4, 2009	Use Declaration
Dynamic Design	2782841	November 11, 2003	November 11, 2009	Use Declaration
THE BODY & SPIRIT COLLECTION	2807072	January 20, 2004	January 20, 2010	Use Declaration
SENSI-FLEX	2323023	February 29, 2000	February 28, 2010	Renewal
MATTRESS DISCOUNTERS And Dynamic Design	2825900	March 23, 2004	March 23, 2010	Use Declaration
MATTRESS DISCOUNTERS HAVE A GOOD NIGHT'S SLEEP ON US & Design	2834292	April 20, 2004	April 20, 2010	Use Declaration
1-800-BED-TIME	2913797	December 21, 2004	December 21, 2010	Use Declaration
MATTRESS DISCOUNTERS	1661181	October 15, 1991	October 15, 2011	Renewal
HAVE A GOOD NIGHT'S SLEEP ON US	1676268	February 18, 1992	February 18, 2012	Renewal
Have A Good Night's Sleep On Us And Jingle	1754344	February 23, 1993	February 23, 2013	Renewal
COMFORTSOURCE	1321423	February 19, 1985	February 19, 2015	Renewal
MATTRESS DISCOUNTERS HAVE A GOOD NIGHT'S SLEEP ON US & Sleeping Man Design	1382786	February 11, 1986	February 11, 2016	Renewal
COMFORT SOURCE	1395720	June 3, 1986	June 3, 2016	Renewal
1 (800) BUY-A-BED	2000477	September 10, 1996	September 10, 2016	Renewal
MATRIARCH	2142390	March 10, 1998	March 10, 2018	Renewal

* with grace