

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
Schottenstein Stores Corporation		08/01/1998	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Englander Licensing Limited Liability Company		
Street Address:	1800 Moler Road		
City:	Columbus		
State/Country:	OHIO		
Postal Code:	43207		
Entity Type:	LIMITED LIABILITY COMPANY: OHIO		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	0911651	APOLLO	
CORRESPONDENCE DATA			
Fax Number:	(225)388-9133		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	225-387-0999		
Email:	bill.caughman@keanmiller.com		
Correspondent Name:	William L. Caughman III		
Address Line 1:	P. O. Box 3513		
Address Line 2:	Kean Miller LLP		
Address Line 4:	Baton Rouge, LOUISIANA 70821-3513		
ATTORNEY DOCKET NUMBER:	18264-1		
NAME OF SUBMITTER:	William L. Caughman III		
Signature:	/williamlcaughmaniii/		
Date:	06/20/2011		

CH \$40.00 0911651

BILL OF SALE AND ASSIGNMENT OF INTANGIBLE ASSETS

Effective on the close of business on August 1, 1998, in accordance with the terms and conditions of that certain Contribution Agreement, as amended, entered into by and between Schottenstein Stores Corporation, a Delaware corporation ("SSC") and Englander Licensing Limited Liability Company, an Ohio limited liability company ("Englander"), dated March 12, 1996, as amended, SSC did convey, transfer, and assign to Englander, its successors, and assigns, the Assets as defined in the Contribution Agreement, to have and to hold the same unto Englander, its successors, and assigns forever. SSC hereby acknowledges the receipt and sufficiency of the consideration for this Bill of Sale and Assignment of Intangible Assets which is described in Section 3 of the Contribution Agreement.

SSC hereby covenants that SSC will do such further acts and execute and deliver all such transfers, assignments, conveyances, powers of attorney, and assurances requested by Englander, from time to time, for better conveying and confirming unto Englander all of SSC's rights, title, and interest in the Assets sold, transferred, conveyed and assigned to Englander.

IN WITNESS WHEREOF, SSC has executed this Bill of Sale and Assignment of Intangible Assets on this 1st day of August 1998.

SCHOTTENSTEIN STORES CORPORATION
a Delaware corporation

By: 

Its: VP

CONTRIBUTION AGREEMENT

THIS CONTRIBUTION AGREEMENT (the "Agreement") is made this 3rd day of April, 1996 (the "Effective Date"), by and between Schottenstein Stores Corporation, a Delaware corporation ("SSC"), and Englander Licensing Limited Liability Company, an Ohio limited liability company ("Englander Licensing").

BACKGROUND INFORMATION

A. SSC is a member of Englander Licensing.

B. SSC desires to contribute to the capital of Englander Licensing, and Englander Licensing desires to acquire, all of the assets, properties, business, and goodwill of SSC's Englander licensing division (the "Division") (other than assets specifically excluded by this Agreement), subject to the terms and conditions of this Agreement.

PROVISIONS

In consideration of their mutual promises, covenants, and agreements, the parties hereto do hereby promise, covenant, and agree as follows:

1. Contribution of Assets.

- (a) SSC hereby agrees to transfer, convey, assign, and deliver to Englander Licensing, as a contribution, all of the assets, properties, business, and goodwill of the Division of every kind and description (other than assets specifically excluded by this Agreement); wherever located; real, personal, or mixed; tangible or intangible; owned, held, or used primarily in the conduct of the business of the Division as the same shall exist on the Effective Date (collectively, the "Assets") including, but not limited to, all of SSC's right, title, and interest in and to the following:
- (i) all of the assets and property shown on the balance sheet of the Division (and not disposed of in the ordinary course of business) and all assets and property acquired by SSC, in respect of, or used in, the business of the Division immediately prior to the Effective Date, irrespective of whether such assets or property are reflected on the books of SSC;
 - (ii) all of SSC's rights under any contracts or agreements (and all advance payments, credits, or deposits made in connection therewith) relating to the business of the Division;
 - (iii) all files, documents, papers, agreements, records, and correspondence pertaining to or used in the operation of the business

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of the Division, including all customer and vendor lists, customer files, customer records and billing histories, customer credit agreements and contracts, personnel records, and employee earnings histories;

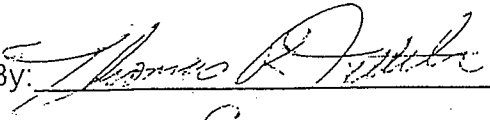
- (iv) except for the excluded assets set forth on the schedule attached hereto as Exhibit A, all of SSC's right, title, and interest in and to the following: (A) all goodwill and other intangible assets used or held for use in the operation of the business of the Division, (B) all slogans, logos, trademarks, service marks, and trade names used or held for use in the operation of the business of the Division, (C) all other intellectual property used or held for use in the operation of the business of the Division, including, without limitation, computer software, patents, and copyrights, and (D) to the extent transferable, any of the foregoing which are licensed to SSC, all as more particularly described on the schedule attached hereto as Exhibit A;
 - (vi) all claims, causes of action, rights of recovery, and rights of set-off of whatever kind or description against any person or entity arising out of or relating to any of the assets being conveyed to Englander Licensing pursuant to this Agreement;
 - (vii) to the extent transferable, all licenses, permits, registrations, and authorizations issued by any governmental authority currently held by SSC and used primarily in the business of the Division; and
 - (viii) all rights of SSC arising out of any rent or other expenses of the business of the Division which are prepaid by SSC.
- (b) SSC shall take such action and execute such instruments of transfer and conveyance as may be required to assure and confirm ownership by Englander Licensing of the assets and properties transferred to Englander Licensing by this Agreement.
 - (c) The Assets are being contributed in an "as is" condition without warranty of merchantability or implied warranty of fitness for a particular purpose. SSC makes no representations about the Assets and Englander Licensing shall rely upon its own business judgment as to the condition of the Assets.
 - (d) The Assets shall be conveyed by SSC to Englander Licensing by execution and delivery of a Bill of Sale and Assignment of Intangible Assets in substantially the same form as Exhibit B. The contribution of the Assets, the credit to SSC's capital account in Englander Licensing (as described in Section 3), and the delivery of the other instruments and documents required hereby shall occur on the Effective Date.

2. Assumption of Liabilities. Englander Licensing hereby assumes and agrees to pay, perform, and discharge all liabilities and obligations of SSC relating to the Assets or the business of the Division of every kind and nature, absolute or contingent, disclosed or undisclosed, incurred before or after the Effective Date.
3. Effect of Contribution. In exchange for the contribution of Assets described in Section 1, Englander Licensing will reflect on its books and records the increased capital account balance that SSC will obtain as a result of the contribution.
4. Miscellaneous.
 - (a) Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Ohio.
 - (b) Inurement. This Agreement shall be binding upon, and inure to the benefit of, all parties hereto, their personal and legal representatives, guardians, successors, and assigns.
 - (c) Further Assurances. The parties agree that they and each of them will take whatever action or actions are reasonably necessary or desirable from time to time to effectuate the provisions or intent of this Agreement, and to that end they agree that they will execute, acknowledge, seal, and deliver any further instruments or documents which may be necessary to give force and effect to, or to carry out the intent of, this Agreement or any of the provisions hereof.
 - (d) Headings. The headings herein are inserted only as a matter of convenience and reference, and in no way define or describe the scope of the Agreement or the intent of any provisions hereof.
 - (e) Severability. In the event that any part of this Agreement shall be held to be indefinite, invalid, or otherwise unenforceable, the entire Agreement shall not fail on account thereof, and the balance of the Agreement shall continue in full force and effect.
 - (f) Amendments. This Agreement may not be modified or amended except with the consent of all of the parties to this Agreement.
 - (g) Not for Benefit of Creditors. This Agreement is not intended for the benefit of nonparty creditors and does not grant any rights to, or confer any benefits on, nonmember creditors or any other person who is not a party to this Agreement.

IN WITNESS WHEREOF, the parties to this Agreement have executed this Contribution Agreement effective the day and year written above.

SCHOTTENSTEIN STORES
CORPORATION,
a Delaware corporation

ENGLANDER LICENSING
LIMITED LIABILITY COMPANY,
an Ohio limited liability company

By: 
Its: VP

By: SCHOTTENSTEIN STORES
CORPORATION,
a Delaware corporation, Manager

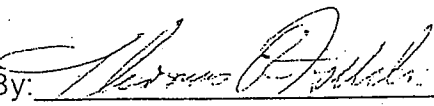
By: 
Its: VP

EXHIBIT A

{SCHEDULE OF EXCLUDED AND INCLUDED INTANGIBLE PROPERTY}

EXCLUSIONS

TRADEMARK	GOODS	COUNTRY	CLASS	SERIAL NO.	FILING DATE	REG. NO.	REG. DATE
BACK MAGIC	MATTRESSES, BOX SPRINGS, MATTRESS FOUNDATIONS AND WATER BEDS	CANADA	N/A	633295	6/1/89	371866	8/10/90
BODY FORM	FURNITURE, MIRRORS, FRAMES, PRODUCTS NOT INCLUDED IN OTHER CLASSES OF WOOD, CORK, CANE, RATTAN, SHELL, AMBER, MOTHER OF PEARL, MEERSHAUM AND SUBSTITUTES OF ALL THESE MATERIALS OR PLASTICS	MEXICO	20	94966	8/31/90	399479	9/23/91
COMFO-FOAM	MATTRESSES AND SPRINGS	CANADA	N/A	290278	6/23/65	145981	6/30/66
COMFORT SEAL	MATTRESSES AND SPRINGS	CANADA	N/A	288657	4/9/65	145138	5/6/66
COUNTRY BELLE	MATTRESSES AND BOX SPRINGS	CANADA	N/A	690590	10/1/91	409793	3/19/93
COUNTRY BELLE	FURNITURE, MIRRORS, FRAMES, PRODUCTS NOT INCLUDED IN OTHER CLASSES OF WOOD, CORK, CAN, RATTAN, SHELL, AMBER, MOTHER OF PEARL, MEERSHAUM AND SUBSTITUTES OF ALL THESE MATERIALS OF	MEXICO	20	124339	10/11/91	410849	4/13/92

TRADEMARK	GOODS	COUNTRY	CLASS	SERIAL NO.	FILING DATE	REG. NO.	REG. DATE
COUNTRY COMFORT	PLASTICS MATTRESSES AND BOX SPRINGS	CANADA	N/A	690585	10/1/91	409479	3/12/93
COUNTRY COMFORT	MATTRESSES AND BOX SPRINGS	MEXICO		124337	10/11/91	445739	1/15/93
COUNTRY DREAMER	MATTRESSES AND BOX SPRINGS	CANADA	N/A	690589	10/1/91	409792	3/19/93
COUNTRY DREAMER	FURNITURE, MIRRORS, FRAMES; PRODUCTS NOT INCLUDED IN OTHER CLASSES OF WOOD, CORK, CANE, RATTAN, SHELL, SHEAR, MOTHER OF PEARL, MEERSCHAUM AND SUBSTITUTES OF ALL THESE MATERIALS OF PLASTICS	MEXICO	20	124321	10/11/91	406875	2/26/92
COUNTRY FAIR	MATTRESSES AND BOX SPRINGS	CANADA	N/A	690587	10/1/91	409480	3/12/93
COUNTRY FAIR	FURNITURE, MIRRORS, FRAMES; PRODUCTS NOT INCLUDED IN OTHER CLASSES OF WOOD, CORK, CANE, RATTAN, SHELL, SHEAR, MOTHER OF PEARL, MEERSCHAUM AND SUBSTITUTES OF ALL THESE MATERIALS OR PLASTICS	MEXICO	20	124338	10/11/91	406879	2/26/92
COUNTRY SLEEPMATE	MATTRESSES AND BOX SPRINGS	CANADA	N/A	690591	10/1/91	409794	3/19/93
COUNTRY SLEEPMATE	FURNITURE, MIRRORS, BOX SPRINGS	MEXICO	20	124324	10/11/91	406878	2/26/92

TRADEMARK	GOODS	COUNTRY	CLASS	SERIAL NO.	FILING DATE	REG. NO.	REG. DATE
	FRAMES; PRODUCTS NOT INCLUDED IN OTHER CLASSES OF WOOD, CORK, CANE, RATTAN, SHELL, AMBER, MOTHER OF PEARL, MEERSCHAUM AND SUBSTITUTES OF ALL THESE MATERIALS OR PLASTICS						
COUNTRY TRADITION	MATTRESSES AND BOX SPRINGS	CANADA	N/A	690588	10/1/91	409481	3/12/93
COUNTRY TRADITION	FURNITURE, MIRRORS, FRAMES; PRODUCTS NOT INCLUDING IN OTHER CLASSES OF WOOD, CORK, CANE, RATTAN, SHELL, AMBER, MOTHER OF PEARL, MEERSCHAUM AND SUBSTITUTES OF ALL THESE MATERIALS OR PLASTICS	MEXICO	20	124320	10/11/91	406874	2/26/92
DUO FLEX	MATTRESSES, BOX SPRINGS, MATTRESS FOUNDATIONS AND WATER BEDS	CANADA	N/A	633291	6/1/89	371863	8/10/90
DUO FLEX	FURNITURE, MIRRORS, FRAMES, PRODUCTS NOT INCLUDED IN OTHER CLASSES OF WOOD, CORK, CANE, RATTAN, SHELL, AMBER, MOTHER OF	MEXICO	20	94975	8/31/90	399485	9/23/91

TRADEMARK	GOODS	COUNTRY	CLASS	SERIAL NO.	FILING DATE	REG. NO.	REG. DATE
	PEARL, MEERSCHAUM AND SUBSTITUTES OF ALL THESE MATERIALS OR PLASTICS						
ENGLANDER	MATTRESSES & BOX SPRINGS, WATERBEDS & WATERBED MATTRESSES; AND FURNITURE	AUSTRALIA	20	473249	9/23/87	A473249	9/23/87
ENGLANDER	1-MATTRESSES, BOX SPRINGS, METAL BED SPRINGS, STUDIO COUCHES, DUO-DIVANS & FOLDING COTS 2-MATTRESSES, BOX SPRINGS, FOUNDATIONS AND WATER BEDS (2)	CANADA	1, 2	630457	4/25/89	384152	5/10/91
ENGLANDER- JUST FOR THE HEALTH OF IT	MATTRESSES, BOX SPRINGS, MATTRESS FOUNDATIONS AND WATER BEDS	CANADA	N/A	633299	6/1/89	371868	8/10/90
ENGLANDER	MATTRESSES, BEDS, BEDDING SOFABEDS, WATERBEDS, AND COMPONENTS THEREOF	CHINA	57	88/10900	4/16/88	360066	4/30/89
ENGLANDER	BEDS, SOFABEDS, WATERBEDS, COMPONENTS THEREOF	CHINA	55	88/10901	4/16/88	339232	2/10/89
ENGLANDER	BEDS, SOFAS, WATERBEDS, MATTRESSES BEDDING AND	HONG KONG	20	309/88	1/21/88	B3113	9/20/91

TRADEMARK	GOODS	COUNTRY	CLASS	SERIAL NO.	FILING DATE	REG. NO.	REG. DATE
	COMPONENTS THEREOF INCLUDE DIN CLASS 20						
ENGLANDER	BEDS, SOFABEDS, WATERBEDS, MATTRESSES, BEDDING & COMPONENTS THEREOF	Indonesia	20, 24	HC01012493	2/16/88	243767	12/22/88
ENGLANDER	MATTRESSES AND BOX SPRINGS, WATERBEDS AND WATERBED MATTRESSES AND FURNITURE	MEXICO	MEXICA N CL	31838	9/29/87	348966	5/27/88
ENGLANDER	MATTRESSES, BEDS, BEDDING, SOFA BEDS, WATER BEDS, AND COMPONENTS THEREOF	MALAYSIA	20	87/06209	12/30/87		
ENGLANDER	MATTRESSES, BEDS, BEDDING, SOFABEDS, WATERBEDS, COMPONENTS THEREOF	THAILAND	41	172906	1/15/88	119420	9/28/88
ENGLANDER	MATTRESSES & BOX SPRINGS; WATERBEDS & WATERBED MATTRESSES; AND FURNITURE	SOUTH AFRICA	20	9310656	11/12/93	93/10656	12/21/95
ESSEX	FURNITURE, MIRRORS, FRAMES, PRODUCTS NOT INCLUDED IN OTHER CLASSES OF WOOD, CORK, CANE, RATTAN, SHELL,	MEXICO	20	94977	8/31/90	399487	9/23/91

TRADEMARK	GOODS	COUNTRY	CLASS	SERIAL NO.	FILING DATE	REG. NO.	REG. DATE
FEATHEREST	AMBER, MOTHER OF PEARL, MEERSHAUM AND SUBSTITUTES OF ALL THESE MATERIALS OR PLASTICS	MEXICO	20	94967	8/31/90	399480	9/23/91
FLAME-GUARD	FURNITURE, MIRRORS, FRAMES; PRODUCTS NOT INCLUDED IN OTHER CLASSES OF WOOD, CORK, CANE, RATTAN, SHELL, AMBER, MOTHER OF PEARL, MEERSHAUM AND SUBSTITUTES OF THESE MATERIALS OR PLASTICS	MEXICO	20	124323	10/11/91	406877	2/26/92
ILLUSIONS COMFORT SEAL	FURNITURE, MIRRORS, FRAMES; PRODUCTS NOT INCLUDED IN OTHER CLASSES OF WOOD, CORK, CANE, RATTAN, SHELL, AMBER, MOTHER OF PEARL, MEERSHAUM AND SUBSTITUTES OF THESE MATERIALS OR PLASTICS	CANADA	N/A	690594	10/1/91	431379	8/5/94
ILLUSIONS COMFORT SEAL	FURNITURE, MIRRORS, FRAMES; PRODUCTS NOT INCLUDED IN OTHER CLASSES OF WOOD, CORK, CANE, RATTAN, SHELL, AMBER, MOTHER OF PEARL, MEERSHAUM AND SUBSTITUTES OF THESE MATERIALS OR PLASTICS	MEXICO	20	124322	10/11/91	406876	2/26/92

TRADEMARK	GOODS	COUNTRY	CLASS	SERIAL NO.	FILING DATE	REG. NO.	REG. DATE
LADY ENGLANDER	RATTAN, SHELL, AMBER, MOTHER OF PEARL, MEERSCHAUM AND SUBSTITUTES OF ALL THESE MATERIALS OR PLASTICS	CANADA	1, 2	630458	4/25/89	384153	5/10/91
LADY ENGLANDER PRINCESS	MATTRESSES AND BOX SPRINGS (1) MATTRESSES, BOX SPRINGS, FOUNDATIONS AND WATERBEDS (2)	CANADA	N/A	630652	4/26/89		
LADY ENGLANDER PRINCESS	MATTRESSES, BOX SPRINGS, FOUNDATIONS, AND WATER BEDS	CANADA	N/A	630652	4/26/89		
LADY ENGLANDER PRINCESS	FURNITURE, MIRRORS, FRAMES; PRODUCTS NOT INCLUDED IN OTHER CLASSES OF WOOD, CORK, CANE, RATTAN, SHELL, AMBER, MOTHER OF PEARL, MEERSCHAUM AND SUBSTITUTES OF ALL THESE MATERIALS OR PLASTICS	MEXICO	20	94976	8/31/90	399486	9/23/91
LADY ENGLANDER	FURNITURE, MIRRORS, FRAMES; PRODUCTS NOT INCLUDED IN THE OTHER CLASSES OF WOOD, CORK, CANE, RATTAN SHELL, AMBER, MOTHER OF	MEXICO	20	94971	8/31/90	399482	9/23/91

TRADEMARK	GOODS	COUNTRY	CLASS	SERIAL NO.	FILING DATE	REG. NO.	REG. DATE
	PEARL, MEERSCHAUM AND SUBSTITUTES OF ALL THESE MATERIALS OR PLASTICS	CANADA	N/A	6333302	6/1/89	371870	8/10/90
LIFE STYLE	MATTRESSES, BOX SPRINGS, MATTRESS FOUNDATIONS AND WATER BEDS						
POSTURE BUILDER	FURNITURE, MIRRORS, FRAMES, PRODUCTS NOT INCLUDED IN OTHER CLASSES OF WOOD, CORK, CANE, RATTAN, SHELL, AMBER, MOTHER OF PEARL, MEERSCHAUM AND SUBSTITUTES OF ALL THESE MATERIALS OR PLASTICS	MEXICO	20	94968	8/31/90	399481	9/23/91
POSTURE SUPPORT	FURNITURE, MIRRORS, FRAMES, PRODUCTS NOT INCLUDED IN OTHER CLASSES OF WOOD, CORK, CANE, RATTAN, SHELL, AMBER, MOTHER OF PEARL, MEERSCHAUM AND SUBSTITUTES OF ALL THESE MATERIALS OR PLASTICS	MEXICO	20	94974	8/31/90	399484	9/23/91
POSTURE BUILDER	MATTRESSES, BOX SPRINGS, MATTRESS FOUNDATIONS AND	CANADA		633292	6/1/89	371864	8/10/90

TRADEMARK	GOODS	COUNTRY	CLASS	SERIAL NO.	FILING DATE	REG. NO.	REG. DATE
PROPEREST	WATER BEDS MATTRESSES, BOX SPRINGS, MATTRESS FOUNDATIONS AND WATER BEDS	CANADA		633294	6/1/89	371865	8/10/90
RED-LINE	MATTRESSES, BOX SPRINGS, MATTRESS FOUNDATIONS AND WATER BEDS	CANADA	N/A	633290	6/1/89	371862	8/10/90
RED-LINE	MATTRESSES, BOX SPRINGS, ETC.	MEXICO		94973	8/31/90	420297	8/19/92
SPORTS	FURNITURE, MIRRORS, FRAMES; PRODUCTS NOT INCLUDED IN OTHER CLASSES OF WOOD, CORK, CANE, RATTAN, SHELL, AMBER, MOTHER OF PEARL, MEERSHAUM AND SUBSTITUTES OF ALL THESE MATERIALS OR PLASTICS	MEXICO	20	94978	8/31/90	410766	4/13/92
SPORTS MATTRESS	MATTRESSES, BOX SPRINGS, MATTRESS FOUNDATIONS AND WATER BEDS	CANADA	N/A	633298	6/1/89	371867	8/10/90
TENSION EASE	MATTRESSES, BOX SPRINGS, FOUNDATIONS & WATER BED MATTRESSES	CANADA	1	630459	4/25/89	384154	5/10/91
TENSION EASE	FURNITURE, MIRRORS, FRAMES; PRODUCTS NOT INCLUDED IN OTHER CLASSES OF	MEXICO	20	94969	8/31/90	388430	12/16/90

TRADEMARK	GOODS	COUNTRY	CLASS	SERIAL NO.	FILING DATE	REG. NO.	REG. DATE
	WOOD, CORK, CANE, RATTAN, SHELL, AMBER, MOTHER OF PEARL, MEERSHAUM AND SUBSTITUTES OF ALL THESE MATERIALS OR PLASTICS						
TORSION GRID	MATTRESSES, BOX SPRINGS, MATTRESS FOUNDATIONS AND WATER BEDS	CANADA	N/A	633301	6/1/89	374039	10/5/90
TORSION GRID	MATTRESSES, BOX SPRINGS, ETC	MEXICO	20	94970	8/31/90	413612	5/18/92
VELVET TOUCH	MATTRESSES, BOX SPRINGS, MATTRESS FOUNDATIONS AND WATER BEDS	CANADA	N/A	633300	6/1/89	371869	8/10/90
VELVET TOUCH	FURNITURE, MIRRORS, FRAMES, PRODUCTS NOT INCLUDED IN OTHER CLASSES OF WOOD, CORK, CANE, RATTAN, SHELL, AMBER, MOTHER OF PEARL, MEERSHAUM AND SUBSTITUTES OF ALL THESE MATERIALS OR PLASTICS	MEXICO	20	94972	8/31/90	399483	9/23/91

ENGLANDER TRADEMARK PROPERTY

UK GOODS	COUNTRY CLASS (ES)	SERIAL NO. FILE DATE	REG. NO. REG. DATE	CODE/MATTER DOC. NO.	STATUS
21ST CENTURY SLEEP SYSTEMS Mattresses and box springs	United States 20	74/405,149 JUN 21 53	1,826,383 MAR 15 94	ENGD 21 W32157	I
AIRWAY Mattresses	United States Old 32	338,692 JUN 09 33	307,703 OCT 31 33	ENGD 43 W18711	I
ALTERNATIVA VIP Foam, floatation, and inner spring mattresses, box springs, support frames, and mattress founda- tions	United States 20	216,434 MAR 02 79	1,156,407 JUN 02 81	ENGD W18768	I
ARISTO-FOAM Mattresses and box springs	United States Old 32	625,413 FEB 23 52	568,338 DEC 23 52	SSC 319 W18727	I
BACK MAGIC Mattresses, box Springs, mattress foundations and water beds	Canada	633295 JUN 01 89	371866 AUG 10 90	SSC 119 W24937	I
BACK MAGIC Mattresses and box springs	United States 32	17,999 OCT 23 56	645,110 MAY 07 57	ENGD W18735	I
BED 'N SOFA BY ENGLANDER Convertible sleeping unit, convertible sleeping bed, and convertible sleeping sofa	United States 32	676,185 NOV 12 54	624,049 MAR 27 55	ENGD W18732	I
BODI-GARD Mattresses and springs	United States 20	220,843 JUN 10 65	804,263 FEB 22 66	ENGD W18739	I

Excluded

ENGLANDER TRADEMARK PROPERTY

MARK GOODS	COUNTRY CLASS (ES)	SERIAL NO. FILE DATE	REG. NO. REG. DATE	CODE/MATTER DOC. NO.	STATUS
BODY BEAUTIFUL Mattresses	United States Old 32	72/638,900 DEC 03 52	578,073 JUL 28 53	ENGD 06 W18728	I
BODY FORM Furniture, mirrors, frames, products not include in other classes of wood, cork, cane, rattan, shell, amber, mother of pearl, meershaum and	Mexico 20	94566 AUG 11 90	399479 SEP 23 91	SSC 181 W26497	I
BODY-GUARD Mattresses	United States Old 32	437,437 OCT 31 40	385,624 MAR 11 41	ENGD W18717	I
BODY-TUNED Free-end offset mattress coils	United States 20	74/312,856 SEP 11 92	1,768,684 MAY 04 93	SSC 151 W30344	I
BODYFORM Mattresses and box springs	United States 20	549,539 FEB 12 48	512,537 JUL 19 49	SSC 131 W18718	I
COMFO-FOAM Mattresses and springs	Canada n/a	290278 JUN 23 65	145981 JUN 30 66	SSC W33038	P
COMFO-FOAM Mattresses and springs	United States 20	217,533 APR 28 65	803,880 FEB 15 66	ENGD W18738	I
COMFORT SEAL Mattresses and springs	Canada N/A	288657 APR 09 65	145138 MAY 06 66	SSC W33037	P

ENGLANDER TRADEMARK PROPERTY

MARK GOODS	COUNTRY CLASS (ES)	SERIAL NO. FILE DATE	REG. NO. REG. DATE	CODE/MATTER DOC. NO.	STATUS
COMFORT SEAL Mattresses and springs	United States 01d 12	206,530 NOV 15 64	794,051 AUG 10 65	ENGD W28737	I
COMFORT-KNIT Box springs and mattresses	United States 20	440,820 NOV 10 72	971,322 OCT 23 73	ENGD 46 W18758	I
CONFIDENCE 20 Providing extended warranties and replacement services on mattresses and box springs	United States 36 Examiner's	74/506,944 MAR 30 94		ENGD 59 W33265	P
COUNTRY BELLE Mattresses and boxsprings	Canada	690590 OCT 01 91	409793 MAR 19 93	ENGD 17 W28471	I
COUNTRY BELLE Furniture, mirrors, frames; products not includ. in other classes of wood, cork, cane, rattan, shell, amber, mother of pearl, meershaum and	Mexico 20	124339 OCT 11 91	410849 APR 13 92	SSC 268 W28431	I
COUNTRY BELLE Mattresses & box springs	United States 20	74/216,640 OCT 28 91	1,743,185 DEC 29 92	SSC 256 W28451	I
COUNTRY COMFORT Mattresses and boxsprings	Canada	690585 OCT 01 91	409479 MAR 12 93	ENGD 21 W28467	I
COUNTRY COMFORT Mattresses & box springs	Mexico	124337 OCT 11 91	445719 NOV 05 93	ENGD 47 W28433	I

MARK GOODS	COUNTRY CLASS (ES)	SERIAL NO. FILE DATE	REG. NO. REG. DATE	CODE/MATTER DOC. NO.	STATUS
COUNTRY EXPORT Mattresses & boxsprings	United States 20	74/216,637 OCT 28 91	1,743,184 DEC 29 92	SSC 252 W28453	I
COUNTRY OF ORIGIN Mattresses and boxsprings	Canada	690589 OCT 01 91	409792 MAR 19 93	ENGD 18 W29475	I
COUNTRY (FRAMES) Mirrors, mirrors, frames; products not includ. in other classes of wood, cork, cane, rattan, shell, amber, mother of pearl, meerschaum and	Mexico 20	124321 OCT 11 91	406875 FEB 26 92	SSC 266 W28437	I
COUNTRY (FRAMES) Mattresses & boxsprings	United States 20	74/216,638 OCT 28 91	1,743,185 DEC 29 92	SSC 255 W28455	I
COUNTRY (FRAMES) Mirrors and boxsprings	Canada	690587 OCT 01 91	409480 MAR 12 93	ENGD 22 W28468	I
COUNTRY (FRAMES) Mirrors, mirrors, frames; products not includ. in other classes of wood, cork, cane, rattan, shell, amber, mother of pearl, meerschaum and	Mexico 20	124339 OCT 11 91	406879 FEB 26 92	SSC 262 W28432	I
COUNTRY (FRAMES) Mattresses & boxsprings	United States 20	74/216,642 OCT 28 91	1,743,187 DEC 29 92	SSC 253 W28459	I
COUNTRY (FRAMES) Mattresses and boxsprings	Canada	690591 OCT 01 91	409794 MAR 19 93	ENGD 20 W28472	I

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ARK GOODS	COUNTRY CLASS(ES)	SERIAL NO. FILE DATE	REG. NO. REG. DATE	CODE/MATTER DOC. NO.	STATUS
COUNTRY SLEEPMATE Furniture, mirrors, frames; products not includ. in other classes of wood, cork, cane, rattan, shell, amber, mother of pearl, meerschaum and	Mexico 20	124324 OCT 11 91	406878 FEB 26 92	SSC 270 W28434	I
COUNTRY SLEEPMATE Mattresses & boxsprings	United States 20	74/216,641 OCT 28 91	1,715,811 SEP 15 92	SSC 257 W28456	I
COUNTRY TRADITION Mattresses and boxsprings	Canada	690588 OCT 01 91	409481 MAR 12 93	ENGD 19 W28469	I
COUNTRY TRADITION Furniture, mirrors, frames; products not includ. in other classes of wood, cork, cane, rattan, shell, amber, mother of pearl, meerschaum and	Mexico 20	124320 OCT 11 91	406874 FEB 26 92	SSC 264 W28438	I
COUNTRY TRADITION Mattresses & boxsprings	United States 20	74/216,639 OCT 28 91	1,706,817 AUG 11 92	SSC 254 W28454	I
CUSHION-KNIT Box springs and mattresses	United States 20	440,522 NOV 10 72	971,324 OCT 23 73	ENGD W18759	I
DREAM KING Mattresses	United States Old 32	422,307 AUG 05 39	174,725 JAN 23 40	ENGD W18716	I
DREAMCUSHION Mattresses	United States Old 32	595,881 APR 10 50	542,769 MAY 22 51	ENGD W18723	I

ENGLANDER TRADEMARK PROPERTY

GOODS	COUNTRY CLASS(ES)	SERIAL NO. FILE DATE	REG. NO. REG. DATE	CODE/MATTER DOC. NO.	STATUS
DUO-DIVAN Studio couches	United States Old 32	367,004 JUL 05 35	330,253 NOV 26 35	ENGD 96 W18712	I
DUO-FLEX Mattresses, box springs, mattress foundations and water beds	Canada	633291 JUN 01 89	371863 AUG 10 90	SSC 110 W24933	I
DUO-FLEX Furniture, mirrors, frames, products not includ. in other classes of wood, cork, cane, rattan, shell, amber, mother of pearl, meerschaum and	Mexico 20	94975 AUG 31 90	399485 SEP 23 91	SSC 190 W26487	I
DUO-FLEX Beds, bed springs, and mattresses	United States 20	258,961 DEC 25 27	245,532 AUG 21 28	ENGD W18707	I
ENGLANDER Mattresses & box springs; waterbeds & waterbed mattresses; and furniture	Australia 20	473249 SEP 23 87	4473249 SEP 23 87	ENGD 64 W22586	I
ENGLANDER 1-Mattresses, box springs, metal bed springs, studio couches, duo-divans & folding cots 2-Mattresses, box springs, foundations and	Canada 1, 2	630457 APR 25 89	384152 MAY 10 91	SSC 97 W24524	I
ENGLANDER - JUST FOR THE HEALTH OF IT Mattresses, box springs, mattress foundations and water beds	Canada	633299 JUN 01 89	371866 AUG 10 90	SSC 123 W24941	I
ENGLANDER Mattresses, beds, bedding, sofas, waterbeds, and components thereof	China 57	55/10900 APR 16 88	360066 AUG 30 89	SSC 59 W23235	I

ENGLANDER TRADEMARK PROPERTY

GOODS	COUNTRY CLASS(ES)	SERIAL NO. FILE DATE	REG. NO. REG. DATE	CODE/MATTER DOC. NO.	STATUS
ENGLANDER Beds, sofas, waterbeds, components thereof	China 55	88/10901 APR 16 88	339232 FEB 10 89	SSC 59 W25020	I
ENGLANDER Beds, sofas, waterbeds, mattresses bedding and components thereof included in Class 20	Hong Kong 20	309/88 JAN 21 88	83113 SEP 20 91	SBC 61 W22933	I
ENGLANDER Beds, sofas, waterbeds, mattresses, bedding & components thereof	Indonesia 20, 24	HC01012493 FEB 16 88	243767 DEC 22 88	BSC W25094	I
ENGLANDER Mattresses and box springs, waterbeds and waterbed mattresses and furniture	Mexico Mexican Cl	31838 SEP 29 87	348966 MAY 27 88	ENGD 05 W22719	I
ENGLANDER Mattresses, beds, bedding, sofa beds, waterbeds, and components thereof	Malaysia 25	87/06209 DEC 30 87		BSC 58 W22935	P
ENGLANDER Mattresses, beds, bedding, sofas, waterbeds, components thereof	Thailand 41	172906 JAN 15 88	119420 SEP 28 88	SSC 60 W22982	I
ENGLANDER Mattresses, box springs, metal bed springs, studio couches, duo-divans, and folding cots	United States 25	549,529 FEB 12 48	519,220 DEC 27 49	SSC 136 W18722	I
ENGLANDER TRUNDLEUNK Bunk beds, bunk bed box springs, and bunk bed mattresses	United States 32	676,486 NOV 12 54	622,270 FEB 28 56	ENGD W18732	I

ENGLANDER TRADEMARK PROPERTY

GOODS	COUNTRY CLASS (ES)	SERIAL NO. FILE DATE	REG. NO. REG. DATE	CODE/MATTER DOC. NO.	STATUS
ENGLANDER T.L.C. Bedding-namely, mattresses and box springs	United States 20	190,078 OCT 20 76	1,137,909 JUL 15 80	ENGD W18766	I
ENGLANDER Pillows	United States 20	75/610,238 OCT 25 95		ENGD 98 W35961	P
ENGLANDER Mattresses & box springs; waterbeds & waterbed mattresses; and furniture	South Africa 20	9310656 NOV 22 93	93/10656 DEC 21 95	ENGD 48 W12698	I
ESSEX Furniture, mirrors, frames, products not include in other classes of wood, cork, cane, rattan, shell, amber, mother of pearl, meershaum and	Mexico 20	94977 AUG 31 99	399487 SEP 23 51	SSC 153 W26485	I
ESSEX Mattresses and box springs	United States 20	708,684 FEB 01 88	1,559,030 OCT 03 89	ENGD 84 W23057	I
EVEREST Sleep products-namely, mattresses and box springs	United States 20	216,037 JUN 01 79	1,160,035 JUL 07 61	ENGD W18789	I
FEATHERREST Furniture, mirrors, frames, products not includ. in other classes of wood, cork, cane, rattan, shell, amber, mother of pearl, meershaum and	Mexico 20	94967 AUG 31 90	399480 SEP 23 91	SSC 186 W26496	I
FEATHERREST Beds, namely, couch beds; sliding beds; day beds, namely, single, twin, and double day beds; folding beds, extensible beds, cots, cribs,	United States 20	278,832 FEB 04 29	257,555 JUN 11 29	ENGD W18709	I

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ENGLANDER TRADEMARK PROPERTY

MARK GOODS	COUNTRY CLASS (ES)	SERIAL NO. FILE DATE	REG. NO. REG. DATE	CODE/MATTER DOC. NO.	STATUS
FLAIR DESIGN Mattresses and box springs	United States 20	623,878 JAN 22 52	565,117 OCT 07 52	SSC 291 W18726	I
FLAME-GUARD Furniture, mirrors, frames; products not includ. in other classes of wood, cork, cane, rattan, shell, amber, mother of pearl, meerschaum and	Mexico 20	124323 OCT 11 91	406877 FEB 26 92	SSC 275 W28435	I
ILLUSION COMFORT-SEAL Spring and/or foam mattresses and box spring	United States 20	74/216,217 OCT 28 91	1,873,873 JAN 17 95	ENGD 15 W28452	I
ILLUSIONS COMFORT SEAL Mattresses only	Canada	690594 OCT 01 91	431379 AUG 05 94	ENGD 52 W28474	I
ILLUSIONS COMFORT SEAL Furniture, mirrors, frames; products not includ. in other classes of wood, cork, cane, rattan, shell, amber, mother of pearl, meerschaum and	Mexico 20	124323 OCT 11 91	406876 FEB 26 92	SSC 272 W28436	I
IMPERIAL SUPREME Mattresses/box springs	United States 20	74/287,942 JUN 24 92	1,816,415 JAN 12 94	ENGD 38 W29873	I
LADY ENGLANDER Mattresses and box springs (1) Mattresses, box springs, foundations and water beds (2)	Canada 1, 2	630458 APR 25 89	384153 MAY 10 91	SSC 98 W24823	I
LADY ENGLANDER PRINCESS Mattresses, box springs, foundations, and water beds	Canada	630652 APR 26 89		SSC 98 W24826	P

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AK GOODS	COUNTRY CLASS (ES)	SERIAL NO. FILE DATE	REG. NO. REG. DATE	CODE/MATTER DOC. NO.	STATUS
LADY ENGLANDER PRINCESS Furniture, mirrors, frames, products not includ. in other classes of wood, cork, cane, rattan, shell, amber, mother of pearl, meerschaum and	Mexico 20	94976 AUG 31 90	399486 SEP 23 91	SSC 194 W26488	I
LADY ENGLANDER Furniture, mirrors, frames, products not included in the other classes of wood, cork, cane, rattan, shell, amber, mother of pearl, meerschaum and	Mexico 20	94971 AUG 31 90	399482 SEP 23 91	SSC 182 W26492	I
LADY ENGLANDER Mattresses and box springs	United States 20	72/407,184 NOV 08 71	962,755 JUL 03 71	ENGD 07 W18756	I
LADY ENGLANDER PRINCESS Bedding, namely, mattresses and foundations	United States 20	71/795,949 APR 26 89	1,575,028 JAN 02 90	SSC 90 W24626	I
LAYTEX Mattresses and box springs	United States 20 Request fo	74/632,110 FEB 09 95		ENGD 68 W34979	P
LIFE STYLE Mattresses, box springs, mattress foundations and water beds	Canada	611302 JUN 01 89	371870 AUG 10 90	SSC 105 W24944	I
LIFE STYLE Mattresses and box springs	United States 20	410,765 DEC 20 71	947,911 NOV 28 72	SSC 322 W18753	I
MAYFAIR Beds, bed springs and mattresses	United States 20	285,047 JUN 04 29	261,650 SEP 24 29	SSC 134 W18708	I

ENGLANDER TRADEMARK PROPERTY

MARK	COUNTRY CLASS (ES)	SERIAL NO. FILE DATE	REG. NO. REG. DATE	CODE/MATTER DOC. NO.	STATUS
NATURALLY BY ENGLANDER Mattresses and box springs	United States 20	74/636,314 FEB 24 95		ENGD 89 W35024	P
NEVER-FLIP Mattresses and box springs	United States 20	74/402,360 JUN 15 93	1,824,437 MAR 01 94	ENGD 27 W32154	I
NIGHT WATCH Mattresses	United States 20	277,307 AUG 01 67	549,612 MAY 28 68	ENGD W16744	I
POSTURE AID DESIGN Mattresses	United States Old 32	418,901 APR 29 39	370,614 AUG 25 39	ENGD W18715	I
POSTURE BUILDER Furniture, mirrors, frames, products not incl. in the other classes of wood, cork, cane, rattan, shell, amber, mother of pearl, meerschaum and	Mexico 20	94966 AUG 31 90	399461 SEP 23 91	SSC 187 W26495	I
POSTURE BUILDER DESIGN Mattresses	United States Old 32	415,358 JAN 28 39	367,682 MAY 30 39	ENGD W18714	I
POSTURE SUPPORT Furniture, mirrors, frames, products not incl. in other classes of wood, cork, cane, rattan, shell, amber, mother of pearl, meerschaum and	Mexico 20	94974 AUG 31 90	399484 SEP 23 91	SSC 183 W26489	I
POSTURE SUPREME Mattresses and box springs	United States 20	58,119 JUL 11 75	1,040,940 JUN 08 76	ENGD W18760	I

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	COUNTRY CLASS(ES)	SERIAL NO. FILE DATE	REG. NO. REG. DATE	CODE/MATTER DOC. NO.	STATUS
WOODS POSTURE SUPPORT Mattresses and boxsprings	United States 20	69,000 NOV 13 75	1,082,557 JAN 17 78	ENGD W18761	I
POSTURE-BUILDER Mattresses, box springs, mattress foundations and water beds	Canada	633292 JUN 01 89	371864 AUG 10 90	SSC 105 W24934	I
PROPER-POISE Mattresses and box springs	United States 20	595,886 APR 18 50	599,803 JUN 10 52	SSC 298 W18725	I
PROPEREST Mattresses, box springs, mattress foundations and water beds	Canada	633294 JUN 01 89	371865 AUG 10 90	SSC 118 W24936	I
PROPEREST Mattresses and box springs	United States 20	556,877 MAY 12 48	517,227 NOV 01 49	SSC 135 W18721	I
RED CROSS & Design Mattresses	United States 20	71,043,845 JUL 28 09	88,345 SEP 10 12	SSC 299 W18706	I
RED LINE Design Mattresses and box springs	United States 20	549,533 FEB 12 48	512,538 JUL 19 49	SSC 133 W16719	I
RED-LINE Mattresses, box springs, mattress foundations and water beds	Canada	633290 JUN 01 89	371862 AUG 10 90	SSC 106 W24932	I

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ARK GOODS	COUNTRY CLASS (28)	SERIAL NO. FILE DATE	REG. NO. REG. DATE	CCDE/MATTER DOC. NO.	STATUS
RED-LINE Mattresses, box springs, etc.	Mexico	54973 AUG 31 90	420297 AUG 19 92	ENGD 63 W26490	I
RED-LINE Mattresses and box springs	United States 20	549,534 FEB 12 48	512,539 JUL 19 49	S6C 152 W18720	I
REGAL BODYGUARD Mattresses and box springs	United States 20	708,568 FEB 01 88	1,567,172 NOV 21 89	ENGD 87 W23060	I
ROYAL BELLE Mattresses	United States 20	406,045 OCT 26 71	944,681 OCT 10 72	SSC 292 W18752	I
SANCTUARY I Sleeping bed mattresses	United States 20	277,012 SEP 08 80	1,171,301 SEP 29 81	ENGD W18770	I
SENIOR SLEEP Mattresses and box springs	United States 20	74/604,077 NOV 29 94	1,938,463 NOV 28 95	ENGD 82 W34607	I
SLEEP-MATE Mattresses and springs	United States 20	253,864 SEP 06 66	834,332 AUG 29 67	ENGD W16743	I
SLEEPLINE DESIGN Mattresses	United States 20	367,005 JUL 05 35	330,254 NOV 26 36	ENGD W18713	I

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MARK GOODS	COUNTRY CLASS (ES)	SERIAL NO. FILE DATE	REG. NO. REG. DATE	CODE/MATTER DOC. NO.	STATUS
SLEEPSTAKES Mattresses and box springs	United States 12	691,980 AUG 11 55	626,957 MAY 15 56	ENGD W18734	I
SOUTHERN CROSS and Design Beds, bed springs, mattresses, sofa beds and studio couches	United States 20	320,191 FEB 28 59	685,465 FEB 03 70	ENGD W18747	I
SPACEMAKER Beds, couches, davenports and convertible sleeping units	United States 20	285,126 NOV 17 57	669,395 MAY 13 59	ENGD W18745	I
SPORTS Furniture, mirrors, frames; products not includ. in other classes of wood, cork, cane, rattan, shell, amber, mother of pearl, meershaum and	Mexico 20	94978 AUG 31 90	410766 APR 13 92	SSC 195 W26486	I
SPORTS MATTRESS Mattresses, box springs, mattress foundations & water beds	Canada	633298 JUN 01 89	371867 AUG 10 50	SSC 122 W24940	I
SPORTS MATTRESS Mattresses and box springs	United States 20	73/828,869 OCT 02 89	1,630,881 JAN 08 91	SSC 139 W25223	I
STARGAZER Mattresses & box springs	United States 20	74/430,247 AUG 27 91	1,887,535 APR 04 95	ENGD 41 W32430	I
SUPREME Mattresses and box springs	United States 20	73/708,555 FEB 01 88	1,613,873 SEP 18 90	SSC 26 W23059	I

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ENGLANDER TRADEMARK PROPERTY

MARK GOODS	COUNTRY CLASS (ES)	SERIAL NO. FILE DATE	REG. NO. REG. DATE	CODE/MATTER DOC. NO.	STATUS
TARA HALL Mattresses and box springs	United States 20	151,020 DEC 05 77	1,112,303 JAN 30 79	ENGD W18765	I
TENSION EASE Mattresses, box springs, foundations & water bed mattresses	Canada 1	630459 APR 25 89	384154 MAY 10 91	ESC 100 W24825	I
TENSION EASE Furniture, mirrors, frames; products not includ. in other classes of wood, cork, cane, rattan, shell, amber, mother of pearl, meerschaum and	Mexico 20	54969 AUG 31 90	388430 DEC 16 90	ENGD 94 W26494	I
TENSION EASE Mattresses and box springs	United States 32	42,276 DEC 12 57	663,808 JUL 01 58	ENGD W18736	I
TENSION FLEX Bedding, namely, mattresses, box springs, and foundations being a component of a bed	United States 20	74/279,109 MAY 27 92	1,808,490 NOV 30 93	ENGD 37 W29887	I
THE AMERICAN WAY Box springs and mattresses	United States 20	428,308 JUN 26 72	958,981 MAY 15 73	ENGD 08 W18755	I
THE ARISTOCRAT Mattresses and box springs	United States 20	620,898 NOV 05 51	584,267 JAN 05 54	ENGD 50 W18730	I
THE DUROBILT Mattresses	United States Old 32	595,882 APR 18 59	581,159 OCT 20 53	ENGD W18729	I

ENGLANDER TRADEMARK PROPERTY

GOODS	COUNTRY CLASS (ES)	SERIAL NO. FILE DATE	REG. NO. REG. DATE	CODE/MATTER DOC. NO.	STATUS
THE KINGS' REST Mattresses and box springs	United States Old 32	595,884 APR 18 50	546,658 AUG 14 51	ENGD W18724	I
THE MATTRESS OF CHOICE SINCE 1894 Mattresses & box springs	United States 20	74/396,873 JUN 01 93	1,827,498 MAR 22 94	ENGD 04 W32137	I
THE VICTORIAN COLLECTION Mattresses and box springs	United States 20	74/574,059 SEP 15 94	1,325,493 OCT 10 95	ENGD 76 W34186	I
TONIGHT ENGLANDER DESIGN Mattresses and box springs	United States 20	153,831 DEC 30 77	1,104,777 OCT 24 78	ENGD W18763	I
TORSION GRID Mattresses, box springs, mattress foundations and water beds	Canada	633301 JUN 01 89	374039 OCT 05 90	SSC 108 W24943	I
TORSION GRID Mattresses, box springs, etc.	Mexico 20	94570 AUG 31 90	413612 MAY 18 92	ENGD 23 W26493	I
TORSION GRID sitting and reclining foundations, mattress foundations, and box springs	United States 20	112,148 JAN 12 77	1,105,636 NOV 07 78	ENGD W18764	I
TOWN-HOUSE Mattresses and box springs	United States 20	332,611 JUL 15 69	892,023 JUN 02 70	SSC 202 W18748	I

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FRANCHISE TRADEMARK PROPERTY

MARK GOODS	COUNTRY CLASS (ES)	SERIAL NO. FILE DATE	REG. NO. REG. DATE	CODE/MATTER DOC. NO.	STATUS
ULTRA COMFORT Bed and sofa combinations	United States 20	241,652 MAR 23 66	830,403 JUN 13 67	ENGD W18742	I
ULTRA COMFORT Mattresses and bed and sofa combinations	United States 20	755,107 OCT 05 88	1,551,961 AUG 15 89	ENGD 85 N24007	I
UNIQUE Mattresses	United States 20	74,420,266 JUL 30 93	1,824,774 MAR 01 94	ENGD 12 W32362	I
VELVET TOUCH Mattresses, box springs, mattress foundations and water beds	Canada	633300 JUN 01 89	371869 AUG 10 90	SSC 107 W24942	I
VELVET TOUCH Furniture, mirrors, frames, products not includ. other classes of wood, cork, cane, rattan, shell, amber, mother of pearl, meerschaum and	Mexico 20	94972 AUG 31 90	399483 SEP 23 91	SSC 188 W26491	I
VELVET TOUCH Mattresses and springs	United States Old 32	239,030 FEB 17 66	821,614 JAN 03 67	ENGD W18741	I
VERSAILLES Bedding, namely, mattresses and foundations	United States 20	714,065 FEB 29 88	1,536,399 APR 25 89	EMSD 62 W22133	I
VICEROY Springs, mattresses, beds, couch beds, studio beds, gliders, tables and chairs used for household, office, and outdoor purposes	United States 20	329,913 SEP 26 82	301,220 FEB 21 83	SSC 323 W18710	I

ENGLANDER TRADEMARK PROPERTY

MARK	COUNTRY	SERIAL NO.	REG. NO.	CODE/MATTER	STATUS
CODE	CLASS(ES)	FILE DATE	REG. DATE	DOC. NO.	
WITH LOVE FROM ENGLANDER Chests	United States 20	74/312,653 SEP 11 92	1,773,062 MAY 25 93	SSC 224 W30342	I
ZERO MOTION Mattresses	United States 20	74/526,211 MAY 18 94	1,922,056 SEP 26 95	ENGD 61 W33626	I

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FIRST AMENDMENT TO CONTRIBUTION AGREEMENT

THIS FIRST AMENDMENT TO CONTRIBUTION AGREEMENT (the "First Amendment") is made this 31st day of July, 1998 by and between Schottenstein Stores Corporation, a Delaware corporation ("SSC"), Glosser Brothers Acquisition Inc., a Delaware corporation ("Glosser Brothers"), and Englander Licensing Limited Liability Company, an Ohio limited liability company ("Englander Licensing").

BACKGROUND INFORMATION

- A. SSC and Glosser Brothers are the sole members of Englander Licensing.
- B. SSC and Englander Licensing entered into a Contribution Agreement dated April 3, 1996 (the "Original Agreement") whereby SSC contributed (the "Contribution") to the capital of Englander Licensing, and Englander Licensing was to acquire, all of the assets, properties, business, and goodwill of SSC's Englander licensing division (the "Division").
- C. SSC executed and delivered a Bill of Sale and Assignment of Intangible Assets (the "Original Bill of Sale") to Englander Licensing to effect the Contribution.
- D. Although the Original Agreement and the Original Bill of Sale indicate that the Contribution occurred on April 3, 1996, the Contribution did not occur until the close of business on July 31, 1996.
- E. The Original Agreement indicated that certain assets set forth on Exhibit A were excluded from the Contribution. However, the Contribution included all of the assets of the Division.
- F. Section 4(f) of the Original Agreement permits the amendment of the Original Agreement with the consent of all parties to the Original Agreement.
- G. Pursuant to Section 4(f) of the Original Agreement, SSC, Glosser Brothers, and Englander Licensing desire to (i) amend the Original Agreement to reflect the actual timing of the Contribution and to reflect that there were no excluded assets and (ii) cause the Original Bill of Sale to be canceled and replaced with a new Bill of Sale and Assignment of Intangible Assets to be executed by SSC and delivered to Englander Licensing reflecting the actual timing and nature of the Contribution.

PROVISIONS

In consideration of their mutual promises, covenants, and agreements, the parties hereto do hereby promise, covenant, and agree as follows:

1. The first paragraph of the Original Agreement is hereby amended in its entirety to read as follows:

THIS CONTRIBUTION AGREEMENT (the "Agreement") is made this 3rd day of April 1996, by and between Schottenstein Stores Corporation, a Delaware corporation ("SSC"), and Englander Licensing Limited Liability Company, an Ohio limited liability company ("Englander Licensing").

2. Paragraph B of the Background Information of the Original Agreement is hereby amended in its entirety to read as follows:

B. As of the close of business on July 31, 1996 (the "Effective Date"), SSC desires to contribute to the capital of Englander Licensing, and Englander Licensing desires to acquire, all of the assets, properties, business and goodwill of SSC's Englander licensing division (the "Division"), subject to the terms and conditions of this Agreement.

3. The introductory paragraph of Section 1(a) of the Original Agreement is hereby amended in its entirety to read as follows:

- (a) SSC hereby agrees to transfer, convey, assign, and deliver to Englander Licensing, as a contribution, all of the assets, properties, business, and goodwill of the Division of every kind and description, wherever located; real, personal, or mixed; tangible or intangible; owned, held, or used primarily in the conduct of the business of the Division as the same shall exist on the Effective Date (collectively, the "Assets") including, but not limited to, all of SSC's right, title, and interest in and to the following:

4. Section 1(a)(iv) of the Original Agreement is hereby amended in its entirety to read as follows:

- (iv) all of SSC's right, title, and interest in and to the following: (A) all goodwill and other intangible assets used or held for use in the operation of the business of the Division, (B) all slogans, logos, trademarks, service marks, and trade names used or held for use in the operation of the business of the Division, (C) all other intellectual property used or held for

use in the operation of the business of the Division, including, without limitation, computer software, patents, and copyrights, and (D) to the extent transferable, any of the foregoing which are licensed to SSC, all as more particularly described on the schedule attached hereto as Exhibit A.

5. All references to "Exclusions," "Excluded," and the like are hereby deleted from Exhibit A to the Original Agreement.
6. The original Bill of Sale attached as Exhibit B to the Original Agreement which was executed and delivered by SSC to Englander Licensing is hereby canceled. SSC shall execute and deliver to Englander Licensing a Bill of Sale and Assignment of Intangible Assets in the form of Exhibit A to this First Amendment.
7. In all other respects, the existing provisions of the Original Agreement are ratified and confirmed and shall remain in full force and effect.
8. This First Amendment may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties to this Agreement have executed this Contribution Agreement effect the day and year written above.

SCHOTTENSTEIN STORES
CORPORATION
a Delaware corporation

By: Thomas R. Fettker
Its: VP

ENGLANDER LICENSING
LIMITED LIABILITY COMPANY
an Ohio limited liability company

By: Schottenstein Stores
Corporation, Manager

By: Thomas R. Fettker
Its: VP

GLOSSER BROTHERS
ACQUISITION, INC.
a Delaware corporation

By: Thomas R. Fettker
Its: VP