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U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

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To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Richard F. Gladney (01/05/2005), Timothy Oakhill (02/16/2005), and Don Hofmann (02/22/2005)

Execution Date(s): in parentheses after inventor name

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

2. Name and address of receiving party(ies)

Name: Dreamwell, Ltd.

Internal Address: _____

Street Address: _____

2325-B Renaissance Drive

City: Las Vegas

State: Nevada

Country: United States of America Zip: 89119

Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Government Interest Assignment
- Executive Order 9424, Confirmatory License
- Other _____
- Merger
- Change of Name

4. Application or patent number(s):

A. Patent Application No.(s)
This application

This document is being filed together with a new application.

B. Patent No.(s)

Additional numbers attached? Yes No

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

Name: Edward J. Kelly
ROPES & GRAY LLP

Internal Address: Atty. Dkt.: SMCY-P02-078

Street Address: One International Place

City: Boston

State: MA Zip: 02110-2624

Phone Number: (617) 951-7532

Fax Number: (617) 951-7050

Email Address: ekelly@ropesgray.com

6. Total number of applications and patents involved:

1

7. Total fee (37 CFR 1.21(h) & 3.41) \$ 40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed
- None required (government interest not affecting title)

8. Payment Information

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 18-1945
Authorized User Name Edward J. Kelly

9. Signature:

Signature

June 6, 2005

Date

Edward J. Kelly - 38,936

Name of Person Signing

Total number of pages including cover sheet, attachments, and documents: 5

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I hereby certify that this correspondence is being deposited with the U.S. Postal Service as Express Mail, Airbill No. EV 543592264 US, in an envelope addressed to: Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450, on the date shown below.

Dated: June 6, 2005 Signature: Denise Camerato (Denise Camerato)

ASSIGNMENT

Whereas, we, Timothy Oakhill; Richard F. Gladney; and Don Hofmann have invented a certain improvement in LOW PROFILE MATTRESS, described in an application for Letters Patent of the United States, the specification of which:

- is being executed on even date herewith and is about to be filed in the United States Patent Office;
- was filed on March 7, 2003 as Application No. 10/384364
- was patented under U.S. Patent No. on _____.

WHEREAS, Dreamwell, Ltd. (hereinafter "ASSIGNEE"), a limited liability organized and existing under the laws of the State of Nevada, having principal offices at 2325-B Renaissance Drive, Las Vegas, Nevada 89119, desires to acquire an interest therein in accordance with agreements duly entered into with us.

NOW, THEREFORE, to all whom it may concern be it known that for and in consideration of said agreements and of other good and valuable consideration, the receipt of which is hereby acknowledged, we have sold, assigned and transferred and by these presents do hereby sell, assign and transfer unto said ASSIGNEE, its successors, assigns and legal representatives, the entire right, title and interest in and throughout the United States of America, its territories and all foreign countries, in and to said invention as described in said application, together with our entire right, title and interest in and to said application and such Letters Patent as may issue thereon, and any reissue, continuation, divisional and foreign counterparts thereof, said invention, application and Letters Patent to be held and enjoyed by said ASSIGNEE for its own use and behalf and for its successors, assigns and legal representatives, to the full end of the term for which said Letters Patent may be granted as fully and entirely as the same would have been held by us had this assignment not been made; we hereby convey all rights arising under or pursuant to any and all international agreements, treaties or laws relating to the protection of industrial property by filing any such applications for Letters Patent. We hereby acknowledge that this assignment, being of our entire right, title and interest in and to said invention, carries with it the right in ASSIGNEE to apply for and obtain from competent authorities in all countries of the world any and all Letters Patent by attorneys and agents of ASSIGNEE's selection and the right to procure the grant of all such Letters Patent to ASSIGNEE for its own name as assignee of the entire right, title and interest therein;

AND, we hereby further agree for ourselves and our executors and administrators to execute upon request any other lawful documents and likewise to perform any other lawful acts which may be deemed necessary to secure fully the aforesaid invention to said ASSIGNEE, its successors, assigns and legal representatives, but at its or their expense and charges, including the execution of applications for patents in foreign countries, and the execution of substitution, reissue, divisional or continuation applications and preliminary or other statements and the giving of testimony in any interference or other proceeding in which said invention or any application or patent directed thereto may be involved;

AND, we do hereby authorize and request the Commissioner of Patents of the United States to issue such Letters Patent as shall be granted upon said application or ~~applications based thereon to said ASSIGNEE, its successors, assigns, and legal representatives.~~

IN TESTIMONY WHEREOF, we have hereunto set our hands and affixed our seal(s) the date set forth below.

Inventor's Signature: Timothy Oakhill
Timothy Oakhill

State of Georgia)
County of Fulton)

Then personally appeared before me the above-named **Timothy Oakhill** and acknowledged that he executed the foregoing instrument as his free act and deed this 11th day of February, 2005.

(SEAL)

Mary Elizabeth Reese
Notary Public

My commission expires May 11, 2008

Inventor's Signature: _____

Richard F. Gladney

State of _____)
County of _____)

Then personally appeared before me the above-named **Richard F. Gladney** and acknowledged that he executed the foregoing instrument as his free act and deed this _____ day of _____, 2005.

(SEAL)

Notary Public

My commission expires _____

Inventor's Signature: _____

Don Hofmann
Don Hofmann

State of *Georgia*)
County of *Fulton*)

Then personally appeared before me the above-named **Don Hofmann** and acknowledged that he executed the foregoing instrument as his free act and deed this *22nd* day of *February*, 2005.

(SEAL)

Mary Elizabeth Peen

Notary Public

My commission expires *May 11, 2008*

Inventor's Signature: Richard F. Gladney
Richard F. Gladney

State of)
County of)

Then personally appeared before me the above-named Richard F. Gladney and acknowledged that he executed the foregoing instrument as his free act and deed this 5th day of January, 2005

(SEAL)

Barbara S. Anderson
Notary Public

BARBARA S. ANDERSON
Notary Public, Gwinnett County, Georgia
My Commission Expires June 29, 2008

My commission expires _____

Inventor's Signature: _____
Donald Hoffman

State of)
County of)

Then personally appeared before me the above-named Donald Hoffman and acknowledged that he executed the foregoing instrument as his free act and deed this _____ day of _____, 2004.

(SEAL)

Notary Public

My commission expires _____