

04-12-2002

ET

Docket No.:



.Y

102052924

Tab settings

To the Honorable Commissioner of Patents and Trademarks, please return the attached original documents or copy thereof.

1. Name of conveying party(ies): 2002 MAR 25 PM 2:04
Simmons Upholstery, L.L.C.

FINANCE SECTION

3-25-02

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: Simmons Company

Internal Address: _____

Street Address: One Concourse Parkway, Suite 800

City: Atlanta State: GA ZIP: 30328

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from
Additional name(s) & address(es) Yes N

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: February 12, 2002

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

522,187 768,188
1,157,343 382,488

Additional numbers Yes No

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

Name: Trademark Docketing Specialist

Internal Address: Ropes & Gray

Street Address: One International Place

City: Boston State: MA ZIP: 02110

6. Total number of applications and registrations involved:..... 4

7. Total fee (37 CFR 3.41):.....\$ \$115.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

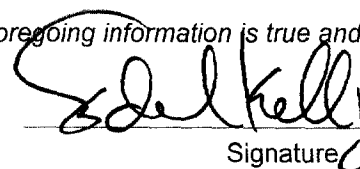
18-1945

04/11/2002 TDI AZ1 00000184 181945 522187

01 FC:481 40.00 CH
02 FC:482 75.00 CH

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Edward J. Kelly  March 13, 2002
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and

7

TRADEMARK

ASSIGNMENT OF TRADEMARKS

WHEREAS, Simmons Upholstery, L.L.C., a limited liability company organized and existing under the laws of the State of Delaware, having principal offices at 1201 West Bankhead Street, New Albany, MS 38652 (hereinafter "Assignor"), has adopted and used in its business, and is the owner of all right, title and interest in and to the Marks set forth in Section 1 of Schedule A attached hereto, and has rights in the Marks set forth in Section 2 of Schedule A to the extent set forth therein.

WHEREAS, Simmons Company, a corporation organized and existing under the laws of the State of Delaware, having principal offices at One Concourse Parkway, Suite 800, Atlanta, GA 30328 (hereinafter "Assignee"), is desirous of acquiring the Marks on Schedule A and the registrations thereof.

NOW, THEREFORE, for and in consideration of the sum of \$10.00 and other lawful money of the United States of America now paid by Assignee to Assignor, the receipt and sufficiency of which is hereby acknowledged by Assignor, and intending to be legally bound hereby, said Assignor, does hereby sell, assign, transfer and set over unto the said Assignee, its entire right, title and interest in and to the Marks on Schedule A, and all variances thereof, together with the goodwill of the business symbolized by the Marks, and all registrations thereof, including Assignor's right to sue for and collect damages and other recoveries for past infringement thereof (collectively, the "Marks"); the same to be held and enjoyed by the Assignee, its successors and assigns, as fully as the same would have been held and enjoyed by the Assignor had this assignment not been made. Assignor represents that it has not granted licenses or any other rights in or to the Marks set forth in Schedule A to any other entity. To the extent Assignor cannot transfer and assign the Marks on Schedule A, or any of them, the Assignor will transfer and assign the Marks at the first opportunity to do so. At Assignee's request and expense, Assignor will provide all cooperation requested by Assignee in connection with any effort by Assignee to establish, perfect or defend its rights in or to the Marks, including, without limitation, executing further consistent assignments, transfers and releases, and providing good faith testimony by affidavit, declaration, deposition or other means.

And for the consideration aforesaid, Assignor agrees that it will communicate to said Assignee and the representatives thereof any facts known to Assignor respecting said Marks, and will, upon request, execute and deliver to Assignee any and all additional papers and generally do all other and further lawful acts deemed necessary by said Assignee to carry out the terms of this Agreement.

The Commissioner of Patents and Trademarks is requested to issue the Certificate of Registration for the Marks to said Assignee.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed and the seal affixed hereto this 12th day of February, 2002.

ASSIGNOR:

SIMMONS UPHOLSTERY, L.L.C.

(Seal)

By: [Signature]

Name: Herb Hester

Title: Agent

Attest:

Secretary

STATE OF MISSISSIPPI)

) ss.

COUNTY OF Union)

On this 12th day of February, 2002, before me appeared, Herb Hester, to me personally known, who, being by me duly sworn, did say that he is the Agent of Simmons Upholstery, L.L.C., a limited liability company organized under the laws of the State of Delaware, and that the seal affixed to the foregoing instrument is the seal of said limited liability company, and that said instrument was signed and sealed on behalf of the limited liability company, by authority of its Board of Members, and Herb Hester acknowledged said instrument to be the free act and deed of said limited liability company.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

[Signature]
Notary Public



My term expires:

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES JAN. 29, 2006

The Commissioner of Patents and Trademarks is requested to issue the Certificate of Registration for the Marks to said Assignee.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed and the seal affixed hereto this ___ day of _____, 2001.

ASSIGNOR:

SIMMONS UPHOLSTERY, L.L.C.

(Seal)

By:

Name:

Title:

Donald M. Griffith
Donald G. Griffith
Member Manager

Attest:

Secretary _____

Florida

STATE OF MISSISSIPPI

COUNTY OF *Lee*

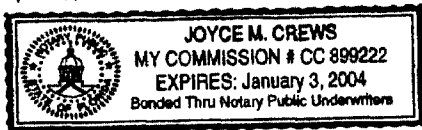
On this *12th* day of *February*, 200*2*, before me appeared, [NAME], to me personally known, who, being by me duly sworn, did say that he is the [TITLE] of Simmons Upholstery, L.L.C., a limited liability company organized under the laws of the State of Delaware, and that the seal affixed to the foregoing instrument is the seal of said limited liability company, and that said instrument was signed and sealed on behalf of the limited liability company, by authority of its Board of Members, and [NAME] acknowledged said instrument to be the free act and deed of said limited liability company.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Joyce Crews
Notary Public

JOYCE CREWS

My term expires:



* GETTING NOTARY WILL BE ON ORIGINAL - TO DISTRICT CLERK
TRADEMARK REEL: 002481 FRAME: 0266

FEB. 11. 2002 8:46PM ROPES & GRAY

NO. 1718 P. 21

The Commissioner of Patents and Trademarks is requested to issue the Certificate of Registration for the Marks to said Assignee.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed and the seal affixed hereto this ___ day of _____, 2001.

ASSIGNOR:

SIMMONS UPHOLSTERY, L.L.C.

(Seal)

By: Donald M. Griffin

Name: Donald G. Griffin

Title: Member, Manager

Attest:

Secretary

Karl W. [Signature]

STATE OF MISSISSIPPI)
) ss.
COUNTY OF [])

On this ___ day of _____, 2001, before me appeared, [NAME], to me personally known, who, being by me duly sworn, did say that he is the [TITLE] of Simmons Upholstery, L.L.C., a limited liability company organized under the laws of the State of Delaware, and that the seal affixed to the foregoing instrument is the seal of said limited liability company, and that said instrument was signed and sealed on behalf of the limited liability company, by authority of its Board of Members, and [NAME] acknowledged said instrument to be the free act and deed of said limited liability company.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Notary Public

My term expires:

*GETTING NAMEY WILL BE ON ORIGINAL - TO DONALD GRIFFIN TRADEMARK

ASSIGNEE:

SIMMONS COMPANY

(Seal)

By: W.S. Creekmuir

Name: WILLIAM S. CREEKMUIR

Title: EVP + CFO

Attest:

Kate McAuliffe
Secretary

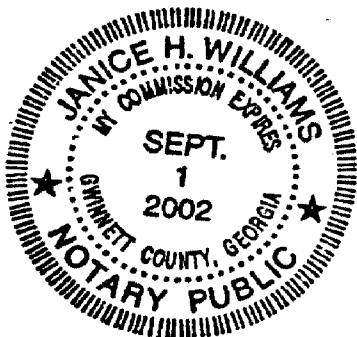
STATE OF GEORGIA)
) ss.
COUNTY OF [])

On this 12th day of Feb, 2001², before me appeared William S. Creekmuir ^{EVP + CFO} [NAME], to me personally known, who, being by me duly sworn, did say that he is the [TITLE] of Simmons Company, a corporation organized under the laws of the State of Delaware, and that the seal affixed to the foregoing instrument is the seal of said limited liability company, and that said instrument was signed and sealed on behalf of the limited liability company, by authority of its Board of Members, and [NAME] William S. Creekmuir acknowledged said instrument to be the free act and deed of said limited liability company.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Janice H. Williams
Notary Public

My term expires: 9/1/02



Schedule A

Marks

1. The following Registered Trademarks and Service Marks together with the goodwill represented thereby:

<u>Mark</u>	Unites States <u>Reg. Date</u>	United States <u>Reg. No.</u>
Hide-A-Bed	3/14/50	522, 187
Wall-A-Bed	4/14/64	768,188

2. The following Unregistered Trademarks and Service Marks, including the right to apply for registrations thereof, together with the goodwill represented thereby to the extent of Assignor's common law interests therein:

Marks Formerly Registered by SU about which SU makes no warranties as to validity or record assignability:

Elevations
Hide-A-Bed Sofa

ADDENDUM:

The following trademarks of Schedule A should also include registration dates and numbers as follows:

<u>Mark</u>	Unites States <u>Reg. Date</u>	United States <u>Reg. No.</u>
Elevations	6/9/81	1,157,343
Hide-A-Bed Sofa	10/29/40	382,488