

Form PTO-1594  
(Rev. 10/02)  
OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET  
**TRADEMARKS ONLY**

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

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
ADAM WUEST CORPORATION

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

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

2. Name and address of receiving party(ies)  
Name: National Bedding Company L.L.C.  
Internal Address: Suite 250  
Street Address: 5401 Trillium Boulevard  
City: Hoffman Estates State: IL Zip: 60192

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State \_\_\_\_\_  
 Other Limited Liability Company - Illinois

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 (Designations must be a separate document from assignment)  
 Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

Execution Date: February 25, 2003

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s) \_\_\_\_\_  
 \_\_\_\_\_

Additional number(s) attached  Yes  No

B. Trademark Registration No.(s) 197,274;  
 1,817,944; and 233,361

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Wenyu T. Blanchard/Eric Mansell  
 Internal Address: SONNENSCHN, NATH  
 & ROSENTHAL LLP

Street Address: P.O. Box #061080  
 Wacker Drive Station, Sears Tower

City: Chicago State: IL Zip: 60606-1080

6. Total number of applications and registrations involved: ..... **3**

7. Total fee (37 CFR 3.41).....\$ 90.00  
 Enclosed  
 Authorized to be charged to American Express Account - PTO 2038 Enclosed

8. Deposit account number:  
 19-3140 - Deficiency in Enclosed Fee

DO NOT USE THIS SPACE

9. Signature.  
 Wenyu T. Blanchard, Esq.      *Wenyu T. Blanchard*      July 9, 2003  
 Name of Person Signing      Signature      Date

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

Mail documents to be recorded with required cover sheet information to:  
 Commissioner of Patent & Trademarks, Box Assignments  
 Washington, D.C. 20231

OP \$90.00 0197274

## TRADEMARK ASSIGNMENT

This Trademark Assignment (this "*Agreement*") is made this 25th day of February, 2003, by and between ADAM WUEST CORPORATION, a Delaware corporation ("*Assignor*"), and National Bedding Company L.L.C. ("*Assignee*"). All capitalized terms used herein shall have the same meanings ascribed to them in the Contribution and Acquisition Agreement dated November 22, 2002, by and among the Assignee, The Official Committee of Unsecured Creditors, Sleepmaster Holdings, L.L.C. (the "*Company*"), Sleepmaster L.L.C. and its Subsidiaries as set forth on Appendix I therein (the "*Contribution & Acquisition Agreement*").

**WHEREAS**, pursuant to the Contribution & Acquisition Agreement, the Assignor has agreed to sell, and the Assignee has agreed to purchase, all ownership, license or other right, title and interest in and to, including the right to recover any and all past and future damages from infringement, all United States, state, and foreign trademarks, trade dress, logos, trade names, service marks, service names, together with all translations, adaptations, derivations, and combinations thereof, and registrations, applications for registration, and renewals thereof and foreign counterparts thereof listed on the annexed Schedule A and any not listed therein, and related licenses and other agreements used or held for use in connection with the Assignor's business (collectively, the "*Marks*"), together with all of the associated and goodwill of the Assignor's business symbolized by said Marks.

**NOW, THEREFORE BE IT RESOLVED**, that in consideration of the payment of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby assign as of the first date written above to the Assignee all right, title and interest in, to and under said Marks and the registrations therefor, together with the goodwill of the business connected with the use of and symbolized by the Marks; and together with the entire business or portion thereof to which the Marks pertain; and together with all causes of action for the infringement of such Marks.

Notwithstanding anything to the contrary herein, Assignor is executing and delivering this Agreement in accordance with and subject to all of the terms and provisions of the Contribution and Acquisition Agreement (including, without limitation, Section 3.2, 6.28 and 11.3 thereof). In the event of any inconsistencies between the terms of this Agreement and those of the Contribution and Acquisition Agreement, the terms of the Contribution and Acquisition Agreement shall be controlling.

ASSIGNEE AND ASSIGNOR AGREE THAT THE BANKRUPTCY COURT SHALL HAVE EXCLUSIVE JURISDICTION OVER ALL DISPUTES AND OTHER MATTERS RELATING TO (i) THE INTERPRETATION AND ENFORCEMENT OF THIS AGREEMENT OR ANY ANCILLARY DOCUMENT EXECUTED PURSUANT HERETO; AND/OR (ii) THE MARKS, AND ASSIGNOR AND ASSIGNEE EXPRESSLY CONSENT TO AND AGREE NOT TO CONTEST SUCH EXCLUSIVE JURISDICTION

*Remainder of the Page Intentionally Left Blank.  
Signature Pages Follow.*

IN WITNESS WHEREOF, Assignor and Assignee have duly executed this Agreement as of the date first above written.

Assignor:

ADAM WUEST CORPORATION

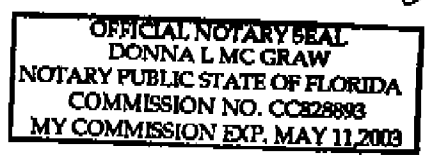
By: Les Breiland  
Name: LES BREILAND  
Title: CEO

ACKNOWLEDGEMENT

STATE OF FLORIDA )  
COUNTY OF PAUM BEACH ) SS


Be it remembered on this 17th day of February, 2003, before me, the subscriber, a Notary Public authorized to take acknowledgements and proofs in said county and state, personally appeared LES BREILAND to me known, who being by me duly sworn according to law, on her oath does depose and make proof of my satisfaction that he was at the time of the execution thereof an individual residing at FLORIDA, the assignor in the foregoing instrument; and that she signed, sealed and delivered the instrument as the voluntary act and deed of said corporation, by virtue of his authority.

Donna L. Mc Graw  
Notary Public



**Assignee:**

NATIONAL BEDDING COMPANY L.L.C.

By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**SCHEDULE "A"**

<b>U.S. Federal Registrations</b>				
CERTIFIED	197,274 Aug. 14, 1925	Adam Wuest Inc.	First Union National Bank, as Administrative Agent (By Notice of Grant of Security Interest at Reel/Frame 1051/0760 on March 14, 2000)	20 - Mattresses
NEW DAWN	1,817,944 January 25, 1994	Adam Wuest Inc.	First Union National Bank, as Administrative Agent (By Notice of Grant of Security Interest at Reel/Frame 1992/0353 as of November 15, 1999)	20 - Mattresses and box springs
"THE REST OF YOUR DAYS DEPEND-ON THE REST OF YOUR NIGHTS"	233,361 September 27, 1927	Adam Wuest Inc.	First Union National Bank, as Administrative Agent (By Notice of Grant of Security Interest at Reel/Frame 1992/0353 as of November 15, 1999)	20 - Bedding - namely, mattresses, box springs, and pillows