

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Slumberland USA Corporation		09/17/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Dreamwell, Ltd.
Street Address:	2325-B Renaissance Drive
Internal Address:	Attention: Secretary
City:	Las Vegas
State/Country:	NEVADA
Postal Code:	89119
Entity Type:	Limited liability company: NEVADA

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	2368382	ASSOCIATED SLEEP INDUSTRIES
Registration Number:	1051274	DR. MATTISON
Registration Number:	2547898	THE INTELLIGENT SPRING SYSTEM
Registration Number:	2518841	LUXURYBEDS
Registration Number:	0866334	POSTURE SPRINGING
Registration Number:	1175204	SLUMBERLAND
Registration Number:	2052985	SLUMBERLAND
Registration Number:	2093330	SLUMBERLAND
Registration Number:	2112536	SLUMBERLAND
Registration Number:	2070092	SLUMBERLAND
Registration Number:	2147937	SLUMBERLAND
Registration Number:	0578054	SLUMBERPEDIC
Registration Number:	0712512	SLUMBERMATIC
Registration Number:	0682875	SLUMBER ROYAL

OP \$440.00 2368382

Registration Number:	2724826	LUXURYBEDS
Serial Number:	76511249	SLUMBERLAND OF ENGLAND
Registration Number:	0592194	

CORRESPONDENCE DATA

Fax Number: (404)365-9532
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 404-233-7000
Email: trademark@mmmlaw.com
Correspondent Name: Morris, Manning & Martin, LLP
Address Line 1: 3343 Peachtree Road NE, Suite 1600
Address Line 2: Attn: Dana A. Schwind / 12099-40235
Address Line 4: Atlanta, GEORGIA 30326-1044

ATTORNEY DOCKET NUMBER:	12099-40235
NAME OF SUBMITTER:	Dana A. Schwind

Total Attachments: 6
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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT is made and entered into as of September 17th, 2003 by and between Dreamwell, Ltd., a Nevada limited liability company ("Assignee"), and Slumberland USA Corporation, a Delaware corporation ("Assignor").

WHEREAS, Assignor owns various trademarks, and service marks, along with certain applications and registrations therefor, which are identified on the Schedule of Trademarks attached hereto as Exhibit 1 (the "Marks");

WHEREAS, Assignee is a wholly-owned subsidiary of Simmons Company ("Simmons");

WHEREAS, the Assignor has by separate Asset Purchase Agreements of even date herewith (collectively, the "Agreements") sold, assigned, and conveyed certain assets of Assignor to Simmons Company and Assignee; and


WHEREAS, the Assignor desires to transfer to Assignee, as a wholly-owned subsidiary controlled by Simmons, the Marks along with the goodwill of the business that has been conducted by Assignor and symbolized by the Marks (the "Business") in connection with conveyance to Simmons and Assignee of the portion of the Business to which the Marks pertain.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by the parties, and as part of the sale of assets relating to the Business to which the Marks pertain by Assignor to Simmons and Assignee under the Agreements, or portion thereof, Assignor does hereby assign unto Assignee, all of its right, title and interest in and to the Marks, the above-mentioned applications, the goodwill of the business symbolized by said Marks, if any, the right to sue, either at law or in equity, and the right to recover for any past or future infringements thereof.

IN WITNESS WHEREOF, the Assignor has caused this document to be executed on its behalf as of the date hereof.

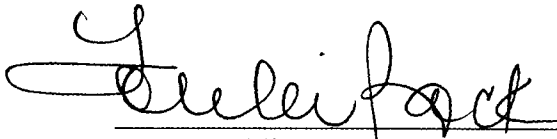
Assignor:

SLUMBERLAND USA CORPORATION

By: 
Title: Executive Vice President

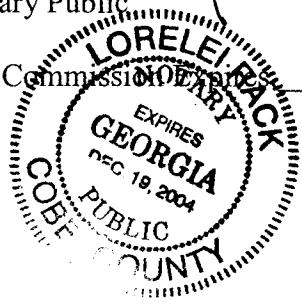
STATE OF GEORGIA)
) SS:
COUNTY OF FULTON)

Before me this 17th day of September, 2003 personally appeared: Tom Burns, as Executive Vice President of Slumberland USA Corporation, and known to be the persons who are described in and who executed the foregoing instrument and acknowledged to me that they executed the same on behalf of Slumberland USA Corporation of their own free will for the purpose therein expressed.



Notary Public

My Commission Expires _____



**Exhibit 1
to Trademark Assignment**

Schedule of Trademarks

The following Schedule of Trademarks is part of the Trademark Assignment by and between Dreamwell, Ltd., a Nevada limited liability company, and Slumberland USA Corporation, a Delaware corporation.

- I. Registrations of Trademarks, Service Marks, and Trade Names Issued or Assigned to Slumberland in the Territory (Section 4.4.1(i) APA)
 - A. Trademarks and Service Marks
 - 1. United States (federal registrations)
 - a. Associated Sleep Industries (Reg. #2368382)
 - b. Castle in Clouds – Design only (Reg. #0592194)
 - c. Dr. Mattison (Reg. #1051274)
 - d. Intelligent Spring System (Reg. #2547898)
 - e. Luxurybeds – Name (Supp. Reg. #2518841)
 - f. Posture Springing (Reg. #0866334)
 - g. Slumberland (Reg. #1175204) (word only) for mattresses, box springs & beds
 - h. Slumberland (Reg. #2052985) (word only) for metallic springs and springing for use in upholstered furniture, bedding, mattresses and box springs
 - i. Slumberland – Logo (Reg. #2093330) (stylized design) for metallic springs and springing for use in bedding, mattresses and box springs
 - j. Slumberland (Reg. #2112536) for comforters, duvets and bedspreads
 - k. Slumberland – Logo (Reg. #2070092) for comforters, duvets and bedspreads
 - l. Slumberland – Logo (Reg. #2147937) (stylized design) for bedroom furniture, namely mattresses, box springs and pillows (1998)
 - m. Slumberpedic (Reg. #0578054)

- n. Slumbermatic (Reg. #0712512)
 - o. Slumber Royal (Reg. #0682875)
 - p. Luxurybeds – Design (Reg. #2724826) for retail store services featuring mattresses, beds and bed accessories
2. United States (state registrations): see attached Appendix 1
 3. [Reserved]
 4. Argentina
 - a. Slumberland (Word) (Reg. #1903427)
 - b. Slumberland (Design) (Reg. 1903426)
 5. Brazil
 - a. Slumberland (Word) (Reg. #817724907)
 - b. Slumberland (Design) (Reg. #817724893)
 6. Chile
 - a. Slumberland (Word) (Reg. #437.158)
 - b. Slumberland (Design) (Reg. #437.705)
 - c. Posture Springing (Reg. #560.060)
 - d. Pocketed Posture Springing (Reg. #560.061)
 7. Colombia
 - a. Slumberland (Word) (Reg. #168621)
 - b. Slumberland (Design) (Reg. #168847)
 - c. Posture Springing (Reg. #226441)
 - d. Pocketed Posture Springing (Reg. #235596)
 8. Mexico
 - a. Slumberland (Word) (Reg. #592930)
 - b. Slumberland (Design) (Reg. #592931)
 - c. Posture Springing (Reg. #622290)
 - d. Pocketed Posture Springing (Reg. #629561)

9. Uruguay
 - a. Slumberland (Word) (Reg. #306094)
 - b. Slumberland (Design) (Reg. #306093)
 - c. Posture Springing (Reg. #313579)
 - d. Pocketed Posture Springing (Reg. #313580)

B. Domain Names

1. slumberlandgallery.com
2. slumberlandusa.com
3. sexybeds.com
4. dialamattressintl.com
5. llameuncolchonitl.com
6. sexycamas.com
7. slumberlandbeds.com
8. slumberlandcamas.com
9. slumberlandcolchon.com
10. slumberlandintl.com
11. slumberlandmattress.com
12. slumberlandretail.com
13. beaurest.com
14. luxurybeds.com
15. luxurymattress.com

C. Tradenames

1. Luxurybeds (Coweta County, Georgia)

II. Pending Registrations in the Territory (Section 4.4.1(ii) APA)

A. Trademarks

1. United States (federal registrations)

- a. Slumberland of England – Design (App. #76/511,249)
(Application Made)
2. Canada
 - a. The Most Comfortable Place in the World (File #898696) (need to
prove use by December 7, 2003)
 - b. Luxurybeds – Logo (Design) (App. #1071240) (Application Made)
3. Brazil
 - a. Pocketed Posture Springing (Reg. 821491016) (Published for
Opposition)