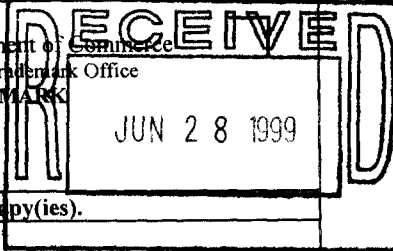


06-30-1999

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



ET

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- ☐ Assignment ☐ License
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- ☐ Merger
- ☐ Change of Name
- ☒ Other

Effective Date
Month Day Year
5/18/99

Conveying Party

☐ Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year
5/18/99

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- ☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ Corporation ☐ Association
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- ☒ Citizenship/State of Incorporation/Organization

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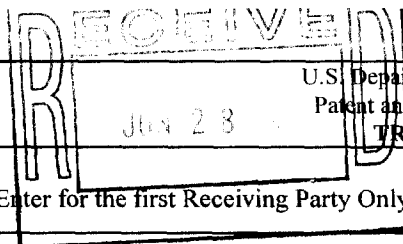
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Domestic Representative Name and Address

Enter for the first Receiving Party Only

Name N/A

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number (919) 286-8000

Name Mark H. Webbink

Address (line 1) Moore & Van Allen, PLLC

Address (line 2) 220 West Main Street, Suite 800

Address (line 3) Durham, North Carolina 27705

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

7

Trademark Application Number(s) or Registration Number(s)

☐ Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<u>2,090,967</u>	<u>409,026</u>	
<u>1,100,213</u>		
<u>668,680</u>		

Number of Properties Enter the total number of properties involved.

4

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$ 115.00

Method of Payment:

Enclosed ☒

Deposit Account ☒

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

13-4365

Authorization to charge additional fees:

Yes ☒ No ☐

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. Charges to deposit account are authorized.

Mark H. Webbink

Name of Person Signing

[Signature]
Signature

6/25/99
Date Signed

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of May 18, 1999 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and First Union National Bank, as Administrative Agent (the "Administrative Agent") for the lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS


<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Filing</u>
-----------------------------	---	----------------------------------

SEE ATTACHED
SCHEDULE A

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.


Very truly yours,

SLEEPMASTER L.L.C.

By: 
Name: James Roscica
Title: Executive Vice President

Acknowledged and Accepted:

FIRST UNION NATIONAL BANK,
as Administrative Agent

By: 
Name: David Silander
Title: Vice President

Schedule A

Sleepmaster L.L.C. (NJ)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
SPINAL COMFORT	2,090,967	8/26/97
STACKMASTER	1,100,213	8/22/78
ZEPHYR	668,680	10/21/58
SLEEPMASTER (stylized)	409,026	9/12/44