

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | Release of security interest and reassignment of Intellectual Property |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-------------------------------|----------|----------------|-------------------------------------|
| Mattress Holding Company, LLC | | 04/04/2006 | LIMITED LIABILITY COMPANY: VIRGINIA |

RECEIVING PARTY DATA

| | |
|------------------------|----------------------------------|
| Name: | Mattress Discounters Corporation |
| Street Address: | 9822 Fallard Court |
| City: | Upper Marlboro |
| State/Country: | MARYLAND |
| Postal Code: | 20772 |
| Entity Type: | CORPORATION: MARYLAND |

PROPERTY NUMBERS Total: 57

| Property Type | Number | Word Mark |
|----------------|----------|-------------------------------|
| Serial Number: | 75684126 | BRICKPORT |
| Serial Number: | 75539185 | CHIRO CONTOUR |
| Serial Number: | 75539181 | COMFORT DIMENSIONS COLLECTION |
| Serial Number: | 75460410 | CONSTANT COMFORT COLLECTION |
| Serial Number: | 75539225 | CONTOUR GUARDIAN |
| Serial Number: | 75539183 | CONTOUR PREFERENCE |
| Serial Number: | 75539182 | CONTOUR PRESERVE |
| Serial Number: | 75539184 | CONTOUR PROTECTOR |
| Serial Number: | 75539228 | CUSHIONTON |
| Serial Number: | 75496500 | DENSIFIED TORSO SUPPORT ZONE |
| Serial Number: | 75463405 | DISTINCT COMFORT COLLECTION |
| Serial Number: | 75460414 | ECONO COMFORT COLLECTION |
| Serial Number: | 75460415 | EVER COMFORT COLLECTION |

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| Serial Number: | 75539226 | FIRMINGHAM |
| Serial Number: | 75684125 | GENTLEFIELD |
| Serial Number: | 75232641 | GWENIVERE |
| Serial Number: | 75539179 | LUXURY WOOL DIMENSION |
| Serial Number: | 75460417 | MAGNA-FLEX |
| Serial Number: | 75460477 | ORTHO COMFORT COLLECTION |
| Serial Number: | 75460411 | PERPETUAL COMFORT COLLECTION |
| Serial Number: | 75539178 | PILLOW SILK DIMENSION |
| Serial Number: | 75539227 | PLUSHMORE |
| Serial Number: | 75496662 | RAISING COMFORT TO A NEW DIMENSION |
| Serial Number: | 75683302 | RICHVILLE |
| Serial Number: | 75539176 | ROCKVILLE |
| Serial Number: | 75684127 | ROYAL SCEPTER |
| Serial Number: | 75463404 | SENSI-FLEX |
| Serial Number: | 75460412 | SHEER COMFORT COLLECTION |
| Serial Number: | 75539180 | SPINE DIMENSION |
| Serial Number: | 75232652 | SULTRESS |
| Serial Number: | 75460413 | SUPREME COMFORT COLLECTION |
| Serial Number: | 75460416 | TORSO FLEX |
| Serial Number: | 75539177 | ULTIMATE CASHMERE DIMENSIONS |
| Serial Number: | 75499722 | WE PUT AMERICA TO BED |
| Serial Number: | 75683208 | WOODLAWN |
| Registration Number: | 2142391 | CHANCELLOR |
| Registration Number: | 1912547 | CHIRO-PROTECTOR |
| Registration Number: | 1395720 | COMFORT SOURCE |
| Registration Number: | 1321423 | COMFORTSOURCE |
| Registration Number: | 2194233 | CROWN PRINCE |
| Registration Number: | 2138649 | GRAND DUKE |
| Registration Number: | 2142390 | MATRIARCH |
| Registration Number: | 2186727 | MATTRESSES TO GO |
| Registration Number: | 2243289 | REGAL LADY |
| Registration Number: | 2243290 | REGALIA |
| Registration Number: | 2202064 | ROYAL COMFORT COLLECTION |
| Registration Number: | 2142389 | ROYAL LADY |
| Registration Number: | 2239338 | SLEEP DIMENSIONS |

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|----------------------|---------|---|
| Registration Number: | 2137091 | SQUIRE |
| Registration Number: | 2198992 | TORSO-ALIGNMENT ZONE |
| Registration Number: | 2000477 | 1 (800) BUY-A-BED |
| Registration Number: | 1922739 | AMERICA'S VALUE LEADER MATTRESS DISCOUNTERS |
| Registration Number: | 1676268 | HAVE A GOOD NIGHT'S SLEEP ON US |
| Registration Number: | 1754344 | |
| Registration Number: | 1661181 | MATTRESS DISCOUNTERS |
| Registration Number: | 1382786 | MATTRESS DISCOUNTERS HAVE A GOOD NIGHT'S SLEEP ON US. |
| Registration Number: | 2232593 | SLUMBERCARE |

CORRESPONDENCE DATA

Fax Number: (617)951-8736
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 617-951-8000
Email: eileen.sullivan@bingham.com
Correspondent Name: Eileen Sullivan
Address Line 1: Bingham McCutchen LLP
Address Line 2: 150 Federal Street
Address Line 4: Boston, MASSACHUSETTS 02110

| | |
|-------------------------|-------------------|
| ATTORNEY DOCKET NUMBER: | RELEASE |
| NAME OF SUBMITTER: | Eileen Sullivan |
| Signature: | /eileen sullivan/ |
| Date: | 04/12/2006 |

Total Attachments: 6
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MATTRESS DISCOUNTERS CORPORATION

RELEASE AND REASSIGNMENT OF INTELLECTUAL PROPERTY

THIS RELEASE AND REASSIGNMENT OF INTELLECTUAL PROPERTY is made as of April 4, 2006 by Mattress Holding Company, LLC, a Virginia limited liability company, as administrative agent (the "Secured Party") under the Guarantee and Security Agreement (as defined below), in favor of Mattress Discounters Corporation, a Maryland corporation (the "Mark Owner").

WHEREAS, pursuant to the Guarantee and Collateral Agreement dated as of August 6, 1999, as amended and restated as of March 14, 2003, as further amended and in effect (the "Guarantee and Collateral Agreement"), made by Mattress Discounters Corporation East, a Delaware corporation, and the Mark Owner in favor of The Chase Manhattan Bank, as administrative agent thereunder (the "Prior Secured Party"), the Mark Owner granted to the Prior Secured Party a security interest in substantially all of its assets;

WHEREAS, the Guarantee and Collateral Agreement was recorded in the United States Patent and Trademark Office on September 2, 1999 at each of (a) Reel 1952 Frame 0414 and (b) Reel 1956 Frame 0059;

WHEREAS, the Secured Party succeeded the Prior Secured Party as administrative agent under the Guarantee and Collateral Agreement; and

WHEREAS, (a) the Mark Owner has requested that the Secured Party (i) release its security interest in the trademarks listed on Exhibit A attached hereto and the registrations thereof and the goodwill of the Mark Owner associated therewith and represented thereby (collectively, the "Trademarks"), and (ii) reassign to the Mark Owner all of the Secured Party's rights, title and interest in and to the Trademarks, and (b) the Secured Party is willing to do so on the term set forth herein;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Secured Party hereby: (a) releases the security interest, and transfers and assigns to the Mark Owner all of the rights, title and interests, of the Secured Party in and to the Trademarks; (b) authorizes the Mark Owner to take any and all actions in connection with the Trademarks in the Mark Owner's own name and at the Mark Owner's own cost and expense; and (c) agrees that, after the date hereof, the Secured Party will, at the cost and expense of the Mark Owner, execute and deliver to the Mark Owner such documents, and take such other actions, as the Mark Owner may reasonably request to accomplish the release, transfer and assignment set forth herein.

IN WITNESS WHEREOF, the Secured Party has executed this Release and Reassignment of Intellectual Property as of the date first above written.

MATTRESS HOLDING COMPANY, LLC
as Administrative Agent

By 
Name:
Title:

The foregoing is hereby
agreed to and accepted:

MATTRESS DISCOUNTERS CORPORATION

By _____
Name:
Title:


IN WITNESS WHEREOF, the Secured Party has executed this Release and Reassignment of Intellectual Property as of the date first above written.

MATTRESS HOLDING COMPANY, LLC
as Administrative Agent

By _____
Name:
Title:

The foregoing is hereby
agreed to and accepted:

MATTRESS DISCOUNTERS CORPORATION

By 
Name: *Charles P. Stebelle*
Title: *VP - Accounting + Finance*

| TITLE | APP. NO. | REG. NO. |
|---------------------------------------|------------|----------|
| BRICKPORT | 75/684,126 | |
| CHIRO CONTOUR | 75/539,185 | |
| COMFORT DIMENSIONS COLLECTION | 75/539,181 | |
| CONSTANT COMFORT COLLECTION | 75/460,410 | |
| CONTOUR GUARDIAN | 75/539,225 | |
| CONTOUR PREFERENCE | 75/539,183 | |
| CONTOUR PRESERVE | 75/539,182 | |
| CONTOUR PROTECTOR | 75/539,184 | |
| CUSHIONTON | 75/539,228 | |
| DENSIFIED TORSO SUPPORT ZONE | 75/496,500 | |
| DISTINCT COMFORT COLLECTION | 75/463,405 | |
| ECONO COMFORT COLLECTION | 75/460,414 | |
| EVER COMFORT COLLECTION | 75/460,415 | |
| FIRMINGHAM | 75/539,226 | |
| GENTLEFIELD | 75/684,125 | |
| GWENIVERE | 75/232,641 | |
| LUXURY WOOL DIMENSIONS | 75/539,179 | |
| MAGNA FLEX | 75/460,417 | |
| ORTHO COMFORT COLLECTION | 75/460,477 | |
| PERPETUAL COMFORT COLLECTION | 75/460,411 | |
| PILLOW SILK DIMENSIONS | 75/539,178 | |
| PLUSHMORE | 75/539,227 | |
| RAISING COMFORT TO A NEW DIMENSION | 75/496,662 | |
| RICHVILLE | 75/683,302 | |

| TITLE | APP. NO. | REG. NO. |
|------------------------------|------------|-----------|
| ROCKVILLE | 75/539,176 | |
| ROYAL SCEPTER | 75/684,127 | |
| SENSI-FLEX | 75/463,404 | |
| SHEER COMFORT COLLECTION | 75/460,412 | |
| SPINE DIMENSIONS | 75/539,180 | |
| SULTRESS | 75/232,652 | |
| SUPREME COMFORT COLLECTION | 75/460,413 | |
| TORSO FLEX | 75/460,416 | |
| ULTIMATE CASHMERE DIMENSIONS | 75/539,177 | |
| WE PUT AMERICA TO BED | 75/499,722 | |
| WOODLAWN | 75/683,208 | |
| CHANCELLOR | | 2,142,391 |
| CHIRO-PROTECTOR | | 1,912,547 |
| COMFORT SOURCE | | 1,395,720 |
| COMFORSTSOURCE | | 1,321,423 |
| CROWN PRINCE | | 2,194,233 |
| GRAND DUKE | | 2,138,649 |
| MATRIARCH | | 2,142,390 |
| MATTRESSES TO GO | | 2,186,727 |
| REGAL LADY | | 2,243,289 |
| REGALIA | | 2,243,290 |
| ROYAL COMFORT COLLECTION | | 2,202,064 |
| ROYAL LADY | | 2,142,389 |
| SLEEP DIMENSIONS | | 2,239,338 |
| SQUIRE | | 2,137,091 |
| TORSO-ALIGNMENT ZONE | | 2,198,992 |

| TITLE | REG. NO. |
|--|-----------|
| (800) BUY-A-BED | 2,000,477 |
| AMERICA'S VALUE LEADER MATTRESS DISCOUNTERS | 1,922,739 |
| HAVE A GOOD NIGHT'S SLEEP ON US | 1,676,268 |
| HAVE A GOOD NIGHT'S SLEEP ON US (Sound) | 1,754,344 |
| MATTRESS DISCOUNTERS | 1,661,181 |
| MATTRESS DISCOUNTERS HAVE A GOOD NIGHT'S SLEEP ON US | 1,382,786 |
| SLUMBERCARE | 2,232,593 |