

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Confirmation of Security Interest in Intellectual Property		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Sleep America, LLC		03/07/2006	Limited Liability Corporation: ARIZONA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	John Hancock Life Insurance Company		
<b>Street Address:</b>	200 Bloor Street East, North Tower 4		
<b>City:</b>	Toronto		
<b>State/Country:</b>	ONTARIO		
<b>Postal Code:</b>	M4W 1E5		
<b>Entity Type:</b>	Domestic Stipulated Company: CANADA		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2989470	WHERE AMERICA GOES TO SLEEP	
Registration Number:	2260533	SLEEP AMERICA	
Registration Number:	2993968	SLEEP AMERICA	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(310)586-7800		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(310) 586-7700		
<b>Email:</b>	laipmail@gtlaw.com		
<b>Correspondent Name:</b>	Steven M. Weinberg, Esq.		
<b>Address Line 1:</b>	2450 Colorado Avenue, Suite 400E		
<b>Address Line 2:</b>	Greenberg Traurig, LLP, The Water Garden		
<b>Address Line 4:</b>	Santa Monica, CALIFORNIA 90404		
<b>ATTORNEY DOCKET NUMBER:</b>	78469-010100		
<b>NAME OF SUBMITTER:</b>	Steven M. Weinberg		

**CH \$90.00 2989470**

Signature:

/smw/

Date:

05/12/2006

Total Attachments: 2

source=Sleep America - John Hancock#page1.tif

source=Sleep America - John Hancock#page2.tif

**CONFIRMATION OF SECURITY INTEREST  
IN INTELLECTUAL PROPERTY**

WHEREAS:


Sleep America,LLC (the "Debtor"), an Arizona limited liability corporation, with offices at 625 Madison Avenue, 12<sup>th</sup> Floor, New York, NY, 10022 is the owner of the domain names and trade-marks set forth in Exhibit A hereto, the registrations and applications for the domain names, trade-marks and licenses identified therein and the underlying goodwill associated with such domain names and trade-marks (collectively, the "Domain Names and Trade-Marks ") and

John Hancock Life Insurance Company (U.S.A.) (the "Secured Party"), with offices at 200 Bloor Street East, North Tower 4, Toronto, ON, M4W 1E5, has entered into an agreement with the Debtor, as reflected by a separate document entitled the "Security Agreement" dated as of the 7<sup>th</sup> day of March, 2006 by which the Debtor granted to the Secured Party, a security interest in certain property, including the Domain Names and Trade-Marks in consideration of the provision of certain funds to certain companies which are the wholly-owned subsidiaries of the Debtor;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are acknowledged and in accordance with the terms and obligations set forth in the Security Agreement, the Debtor confirms the grant to the Secured Party of a security interest in and to the Domain Names and Trade-Marks.

DATED on this 7<sup>th</sup> day of March, 2006.

SLEEP AMERICA,LLC, an Arizona  
limited liability corporation

By:   
Name: Vicki Jones  
Title: CFO

DATED at Toronto on this 7<sup>th</sup> day of March, 2006 before me appeared and the person who signed this instrument, who acknowledged that she signed it as a free act on her behalf or on behalf of the corporation identified and referred to herein as the Debtor.

  
[Signature of Notary Public/Witness]

Tor#: 1667384.1

**TRADEMARK  
REEL: 003308 FRAME: 0061**

**EXHIBIT A**  
**TRADE-MARKS/PATENTS/COPYRIGHTS/INDUSTRIAL DESIGNS**

**Registered Intellectual Property**

**Trademarks**

Where America Goes to Sleep (Federal Trademark Reg. No. 2989470)  
Sleep America (Federal Trademark Reg. No. 2993968)  
Sleep America with smiling half moon logo (Federal Trademark Reg. No. 2260533)  
Sleep America with smiling half moon logo (Arizona Secretary of State File No. 39438)  
Sleep America, Inc. (Arizona Secretary of State File No. 170742)

**Domain Names**

bed-smart.com  
debbiegaby.com  
sleepamerica.com  
sleepamerica.net  
sleepamerica.org  
sleepamerica.tv  
sleepamerica.us

Tor#: 1658783.4