

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Sleep Train, Inc.		08/29/2006	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, N.A., as administrative agent
Street Address:	201 Third Street, 8th Floor
Internal Address:	MAC A0187 - 081
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94103
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	2924879	SLEEP TRAIN MATTRESS CENTER
Registration Number:	1715817	SLEEP TRAIN
Registration Number:	1714531	SLEEP TRAIN
Registration Number:	1714532	YOUR TICKET TO A BETTER NIGHTS SLEEP
Registration Number:	1733809	SERVICE EXPRESS

CORRESPONDENCE DATA

Fax Number: (916)329-4900

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 213-612-2020

Email: lpartmann@orrick.com, bdaigle@orrick.com

Correspondent Name: Brian T. Daigle

Address Line 1: 777 South Figueroa Street, Suite 3200

Address Line 2: Orrick, Herrington & Sutcliffe LLP

Address Line 4: Los Angeles, CALIFORNIA 90802

CH \$140.00 2924879

900057131

TRADEMARK
REEL: 003383 FRAME: 0248

ATTORNEY DOCKET NUMBER:	1696-386/1640
NAME OF SUBMITTER:	Brian T. Daigle
Signature:	/Brian T. Daigle/
Date:	09/01/2006
<p>Total Attachments: 4 source=Grant_4PAGE_Page_1#page1.tif source=Grant_4PAGE_Page_2#page1.tif source=Grant_4PAGE_Page_3#page1.tif source=Grant_4PAGE_Page_4#page1.tif</p>	

ATTACHMENT 2
TO SECURITY AGREEMENT
GRANT OF SECURITY INTEREST

[TRADEMARKS]

THIS GRANT OF SECURITY INTEREST, dated as of **August 29, 2006**, is executed by The Sleep Train, Inc., a California Corporation (the "Grantor"), in favor of WELLS FARGO BANK, NATIONAL ASSOCIATION, as the Administrative Agent (in such capacity, the "Administrative Agent") for the financial institutions which are from time to time parties to the Credit Agreement referred to in Recital A below (collectively, the "Lenders").

A. Pursuant to that certain Credit Agreement, dated as of August 29, 2006 (as amended, supplemented, restated or otherwise modified from time to time, the "Credit Agreement"), among The Sleep Train, Inc., ST San Diego, LLC, the Lenders and the Administrative Agent, the Lenders have agreed to extend loans and other financial accommodations to the Grantor upon the terms and subject to the conditions set forth therein.

B. The Grantor has adopted, used and is using the trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto and made a part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks").

C. The Grantor and other entities party thereto from time to time have entered into a Security Agreement (Intellectual property) dated as of August 29, 2006 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement") in favor of the Administrative Agent (for the ratable benefit of the Administrative Agent and the Lenders).

D. Pursuant to the Security Agreement, the Grantor has granted to the Administrative Agent (for the ratable benefit of the Administrative Agent and the Lenders) a security interest in all right, title and interest of the Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations, as defined in the Security Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Grantor does hereby further grant to the Administrative Agent a security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.


The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Administrative Agent's address is:

Wells Fargo Bank, National Association
MAC A0187 – 081
201 Third Street, 8th Floor
San Francisco, CA 94103
Attention: Thomas Priftis
Tel. No. (415) 477-5443
Fax No. (415) 512-7059

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be executed as of the day and year first above written.

The Sleep Train, Inc., a California
Corporation

By: 
Name: Dale R. Carlsen
Title: President

**[Replace signature block and update
dates and recitals for any future grantors]**

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

- (i) SLEEP TRAIN MATTRESS CENTER; U.S. REG. NO. 2,924,879;
CLASS 35; FEBRUARY 8, 2005
- (ii) SLEEP TRAIN; U.S. REG. NO. 1715,817; CLASS 20; SEPTEMBER 15,
1992
- (iii) SLEEP TRAIN; U.S. REG. NO. 1714,531; CLASS 42; SEPTEMBER 8,
1992
- (iv) YOUR TICKET TO A BETTER NIGHTS SLEEP; CLASS 42; U.S.
REG. NO. 1,714,532; SEPTEMBER 8, 1992
- (v) SERVICE EXPRESS ; CLASS 42; U.S. REG. NO. 1,733,809;
NOVEMBER 17, 1992
- (vi) SLEEP TRAIN; CLASS 101; CA REG. NO. 39932; JANUARY 29, 1992
- (vii) YOUR TICKET TO A BETTER NIGHTS SLEEP; CLASS 101; CA
REG. NO. 039933; JANUARY 29, 1992
- (viii) SERVICE EXPRESS; CLASS 39; CA REG. NO. 040653; JULY 12, 2002
- (ix) SERVICE EXPRESS; CLASS 42; CA REG. NO. 041026; OCTOBER 16,
1992
- (x) SLEEP TRAIN MATTRESS CENTERS; CLASS 35; CA REG. NO.
051368; MAY 10, 1999