

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
Sleep Country USA, LLC		08/29/2006	LIMITED LIABILITY COMPANY: DELAWARE
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: 14			
Property Type	Number	Word Mark	
Serial Number:	78885734	GUARANTEED COMFORT. BEST SELECTION. LOWEST PRICE.	
Registration Number:	2892009	IF YOU'RE NOT PICKY ABOUT COLOR	
Serial Number:	78755472	NOT EVERYONE CAN BE A FOSTER PARENT, BUT ANYONE CAN HELP A FOSTER CHILD	
Serial Number:	78755475	NOT EVERYONE CAN BE A FOSTER PARENT, BUT ANYONE CAN HELP A FOSTER CHILD	
Serial Number:	78755479	NOT EVERYONE CAN BE A FOSTER PARENT, BUT ANYONE CAN HELP A FOSTER CHILD	
Registration Number:	2999132	REST ASSURED GUARANTEE	
Registration Number:	2924355	SLEEP COUNTRY	
Registration Number:	2955701	SLEEP COUNTRY PLUS	
Registration Number:	1785946	SLEEP COUNTRY USA	
Registration Number:	2723223	THE SLEEP EXPRESS	

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TRADEMARK
REEL: 003383 FRAME: 0258

Registration Number:	2851125	WE WON'T REST UNTIL YOU DO
Serial Number:	78557275	WHERE PLUS! MEANS MINUS!
Registration Number:	1844912	WHY BUY A MATTRESS ANYWHERE ELSE?
Registration Number:	2723222	THE SLEEP EXPRESS PREMIER DELIVERY SERVICE

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 90017-5855

ATTORNEY DOCKET NUMBER:	1696/386-1640
NAME OF SUBMITTER:	Brian T. Daigle
Signature:	/Brian T. Daigle/
Date:	09/01/2006

Total Attachments: 6

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ATTACHMENT 2
TO SECURITY AGREEMENT
GRANT OF SECURITY INTEREST

[TRADEMARKS]

THIS GRANT OF SECURITY INTEREST, dated as of **August 29, 2006**, is executed by Sleep Country USA, LLC, a Delaware Limited Liability Company (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.

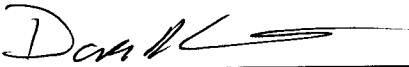
The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by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

Sleep Country USA, LLC, a Delaware
Limited Liability Company

By: 

Name: Dale Carlsen

Title: Manager of ST San Diego, LLC - sole
member and manager of Sleep Country
USA, LLC

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

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

Trademark	Jurisdiction	Status; Application/ Registration #
GUARANTEED COMFORT. BEST SELECTION. LOWEST PRICE.	U.S.A.	Pending; 78/885,734
IF YOU'RE NOT PICKY ABOUT COLOR	U.S.A.	Registered; 2,892,009
NOT EVERYONE CAN BE A FOSTER PARENT, BUT ANYONE CAN HELP A FOSTER CHILD	U.S.A.	Pending; 78/755,472
NOT EVERYONE CAN BE A FOSTER PARENT, BUT ANYONE CAN HELP A FOSTER CHILD	U.S.A.	Pending; 78/755,475
NOT EVERYONE CAN BE A FOSTER PARENT, BUT ANYONE CAN HELP A FOSTER CHILD	U.S.A.	Pending; 78/755,479
REST ASSURED GUARANTEE	U.S.A.	Registered; 2,999,132
SLEEP COUNTRY	U.S.A.	Registered; 2,924,355
SLEEP COUNTRY PLUS	U.S.A.	Registered; 2,955,701

SLEEP COUNTRY USA	U.S.A.	Registered; 1,785,946
THE SLEEP EXPRESS and Design*	U.S.A.	Registered; 2,723,223
THE SLEEP EXPRESS PREMIER DELIVERY SERVICE AND DESIGN*	U.S.A.	Registered; 2,723,222
WE WON'T REST UNTIL YOU DO	U.S.A.	Registered; 2,851,125
WHERE PLUS MEANS MINUS	U.S.A.	Pending; 78/557,275
WHY BUY A MATTRESS ANYWHERE ELSE?	U.S.A.	Registered; 1,844,912
THE SLEEP EXPRESS and Design*	Oregon, U.S.A.	Registered; S-35104
THE SLEEP EXPRESS PREMIER DELIVERY SERVICE AND DESIGN*	Oregon, U.S.A.	Registered; S-35105
MATTRESS GALLERY*	Washington, U.S.A.	Registered; 30872
SLEEP COUNTRY USA	Washington, U.S.A.	Registered; 31661
THE SLEEP EXPRESS and Design*	Washington, U.S.A.	Registered; 28738
THE SLEEP EXPRESS PREMIER DELIVERY SERVICE AND DESIGN*	Washington, U.S.A.	Registered; 29737
WHY BUY A	Washington,	Registered; 022703

MATTRESS ANYWHERE ELSE?	U.S.A.	
SLEEP COUNTRY USA	Washington, U.S.A.	Registered; 021194
GUARANTEED COMFORT. BEST SELECTION. LOWEST PRICE.	Canada	Pending; App. No. 1,305,332
NOT EVERYONE CAN BE A FOSTER PARENT, BUT ANYONE CAN HELP A FOSTER CHILD	Canada	Pending; App. No. 1,300,536
THE SLEEP EXPRESS and Design*	Canada	Registered; Reg. No. TMA624,714

* not currently in active use