

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Advanced Sleep Concepts, Inc.		10/12/2006	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	MCG Capital Corporation as Administrative Agent for the Senior Credit Facility Agreement		
<b>Street Address:</b>	1100 Wilson Boulevard		
<b>Internal Address:</b>	Suite 3000		
<b>City:</b>	Arlington		
<b>State/Country:</b>	VIRGINIA		
<b>Postal Code:</b>	22209		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	76666449	MATTRESSMAX	
<b>Registration Number:</b>	2295664	MATTRESSMAX	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(415)393-2286		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	415-393-2072		
<b>Email:</b>	aaron.borden@bingham.com		
<b>Correspondent Name:</b>	Aaron J. Borden, Bingham McCutchen LLP		
<b>Address Line 1:</b>	Three Embarcadero Center		
<b>Address Line 4:</b>	San Francisco, CALIFORNIA 94111-4067		
<b>ATTORNEY DOCKET NUMBER:</b>	0000319656 SENIOR AGMT		
<b>NAME OF SUBMITTER:</b>	m		

CH \$65.00 76666449

Signature:	/Mary Dougherty/
Date:	11/15/2006
<b>Total Attachments: 6</b> source=Advanced Sleep Concepts senior TM security interest#page1.tif source=Advanced Sleep Concepts senior TM security interest#page2.tif source=Advanced Sleep Concepts senior TM security interest#page3.tif source=Advanced Sleep Concepts senior TM security interest#page4.tif source=Advanced Sleep Concepts senior TM security interest#page5.tif source=Advanced Sleep Concepts senior TM security interest#page6.tif	

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
INTELLECTUAL PROPERTY

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to (a) the Senior Credit Facility Agreement dated as of October 12, 2006 by and among Advanced Sleep Concepts, Inc., a Delaware corporation, Spears Mattress Co., a Georgia corporation, Mattressmax, Inc., a Georgia corporation, and any other entity subsequently added as a borrower thereunder (including any successor or permitted assignee thereof, each a "Borrower"; collectively, the "Borrowers"), and each financial institution that from time to time is a "Lender" thereunder, and MCG Capital Corporation, in its capacity as administrative agent for the Lenders (the "Administrative Agent"), and (b) the related Security Agreement dated as of October 12, 2006 (as amended, modified or restated from time to time, the "Security Agreement") by and among the Borrowers and the Administrative Agent, the undersigned Borrower has granted a continuing security interest in and continuing lien upon (x) the trademarks and trademark applications shown on Schedule 1 hereto, (y) the patent and patent applications shown on Schedule 2 hereto, and (z) the copyright and copyright applications shown on Schedule 3 hereto, to the Administrative Agent for the benefit of the Lenders.

The undersigned Borrower and the Administrative Agent hereby acknowledge and agree that the security interest in the foregoing intellectual property (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 intellectual property.

[SIGNATURE PAGE FOLLOWS]

Very truly yours,

ADVANCED SLEEP CONCEPTS, INC.,  
a Delaware corporation (formerly known as  
Advanced Sleep Concepts, Inc., a Georgia corporation)

By:

  
Name: Terry L. Spear

Title: President

Acknowledged and Accepted:

MCG CAPITAL CORPORATION, as Administrative Agent

By: \_\_\_\_\_

Name: E. Peter Malekian

Title: Managing Director

{SIGNATURE PAGE TO NOTICE OF GRANT OF SECURITY INTEREST IN INTELLECTUAL PROPERTY}

TRADEMARK  
REEL: 003428 FRAME: 0862

Very truly yours,

ADVANCED SLEEP CONCEPTS, INC.,  
a Delaware corporation (formerly known as  
Advanced Sleep Concepts, Inc., a Georgia corporation)

By: \_\_\_\_\_

Name:

Title:

Acknowledged and Accepted:

MCG CAPITAL CORPORATION, as Administrative Agent

By: 

Name: E. Peter Malekian

Title: Managing Director

Schedule I

ADVANCED SLEEP CONCEPTS, INC.

U.S. Trademarks

Mark	Application/ Registration No.	App/Reg Date
MATTRESSMAX	2,295,664	November 30, 1999
MATTRESSMAX	76-666449	September 21, 2006

Schedule 2

ADVANCED SLEEP CONCEPTS, INC.

U.S. Patents

None.

Schedule 3

ADVANCED SLEEP CONCEPTS, INC.

U.S. Copyrights

None.