

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Tempur-Pedic North America, LLC		10/18/2005	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Collateral Agent		
Street Address:	231 South LaSalle Street		
Internal Address:	Mail Code: IL1-231-08-30		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60697		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2667191	800PILLOWS.COM	
CORRESPONDENCE DATA			
Fax Number:	(919)416-8328		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	9192868041		
Email:	pto_tmconfirmation@mvalaw.com		
Correspondent Name:	Moore & Van Allen PLLC		
Address Line 1:	430 Davis Drive		
Address Line 2:	Suite 500		
Address Line 4:	Morrisville, NORTH CAROLINA 27560		
ATTORNEY DOCKET NUMBER:	327000.010848 JES		
NAME OF SUBMITTER:	John E. Slaughter		
Signature:	/John E. Slaughter/		

OP \$40.00 2667191

Date:

12/29/2008

Total Attachments: 4

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of October 18, 2005 (the "Security Agreement") by and among the Grantors party thereto (each an "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Collateral Agent (the "Collateral Agent") for the holders of the Secured Obligations referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications set forth on Schedule 1 attached hereto to the Collateral Agent for the ratable benefit of the holders of the Secured Obligations.

The Grantors and the Collateral Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the patents and patent applications set forth on Schedule 1 attached hereto (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 trademark or trademark application.

[SIGNATURES ON FOLLOWING PAGES]

Very truly yours,

TEMPUR-PEDIC NORTH AMERICA, LLC
a Delaware limited liability company

By: William H. Poche
Name: *William H. Poche*
Title: *Treasurer*

Grantor's Address:
c/o Tempur-Pedic Management, Inc.
1713 Jaggie Fox Way
Lexington, Kentucky 40511

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By: _____

Name: Anne Zeschke

Title: Vice President

TEMPUR-PEDIC MANAGEMENT, INC.
NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

TRADEMARK
REEL: 003909 FRAME: 0897

Schedule 1

**Tempur-Pedic North America, LLC
(Delaware Limited Liability Company)**

U.S. Trademark

Registered Mark

Mark	Registration No.	Registration Date
800PILLOWS.COM	2667191	12/24/02