

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest in Trademarks

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Tempur-Pedic Management, Inc.		10/18/2005	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Bank of America, N.A., as Collateral Agent
<b>Street Address:</b>	231 South LaSalle Street
<b>Internal Address:</b>	Mail Code: IL1-231-08-30
<b>City:</b>	Chicago
<b>State/Country:</b>	ILLINOIS
<b>Postal Code:</b>	60697
<b>Entity Type:</b>	national banking association: UNITED STATES

**PROPERTY NUMBERS Total: 22**

Property Type	Number	Word Mark
Registration Number:	3238985	SOLUTIONS FOR COMFORT, PRESSURE, AND PAIN MANAGEMENT
Registration Number:	3259382	THE SIDEPILLOW BY TEMPUR-PEDIC
Registration Number:	3331263	THE ORIGINALBED BY TEMPUR-PEDIC
Registration Number:	3437705	TEMPUR-TEX
Registration Number:	3152176	MY TEMPUR-PEDIC TEDDY BEAR
Registration Number:	3319861	THE RHAPSODYBED BY TEMPUR-PEDIC
Registration Number:	3319661	THE BODYPILLOW BY TEMPUR-PEDIC
Registration Number:	3190275	THE ORIGINAL
Registration Number:	3325826	THE SOLUTION BED BY TEMPUR-PEDIC
Registration Number:	3049692	CHANGING THE WAY THE WORLD SLEEPS!
Registration Number:	2950226	CURVANA
Registration Number:	3130507	MATTRESS OF THE STARS
Registration Number:	2823185	TEMPURAIR

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Registration Number:	2840687	TEMPURAP
Registration Number:	2840686	TEMPUR-PLUS3
Registration Number:	2725035	SPACE PILLOW
Registration Number:	2452364	SWEDISH SLEEP SYSTEM
Serial Number:	78689862	THE TRAVELPILLOW BY TEMPUR-PEDIC
Serial Number:	78616779	THE WOW FACTOR
Serial Number:	78598948	TRI-LUX
Serial Number:	78538869	THE SOLUTIONPILLOW BY TEMPUR-PEDIC
Serial Number:	78510451	THE BACK BED BY TEMPUR-PEDIC

**CORRESPONDENCE DATA**

Fax Number: (919)416-8328

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

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Correspondent Name: Moore & Van Allen PLLC

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ATTORNEY DOCKET NUMBER:	327000.010846 JES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
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,

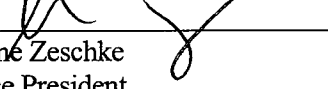
**TEMPUR-PEDIC MANAGEMENT, INC.**  
**a Delaware corporation**

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

Grantor's Address:  
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

Schedule 1

Tempur-Pedic Management, Inc.  
(Delaware Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
SOLUTIONS FOR COMFORT, PRESSURE, AND PAIN MANAGEMENT	3238985	05/08/07
THE SIDEPILLOW BY TEMPUR-PEDIC	3259382	07/03/07
THE ORIGINALBED BY TEMPUR-PEDIC	3331263	11/06/07
TEMPUR-TEX	3437705	05/27/08
MY TEMPUR-PEDIC TEDDY BEAR	3152176	10/03/06
THE RHAPSODYBED BY TEMPUR-PEDIC	3319861	10/23/07
THE BODYPILLOW BY TEMPUR-PEDIC	3319661	10/23/07
THE ORIGINAL	3190275	12/26/06
THE SOLUTION BED BY TEMPUR-PEDIC	3325826	10/30/07
CHANGING THE WAY THE WORLD SLEEPS	3049692	01/24/06
CURVANA	2950226	05/10/05
MATTRESS OF THE STARS	3130507	08/15/06
TEMPURAIR	2823185	03/16/04
TEMPURAP	2840687	05/11/04
TEMPUR-PLUS3	2840686	05/11/04
SPACE PILLOW	2725035	06/10/03
SWEDISH SLEEP SYSTEM	2452364	05/22/01

Pending Applications

Mark	Application No.	Filing Date
THE TRAVELPILLOW BY TEMPUR-PEDIC	78689862	08/10/05
THE WOW FACTOR	78616779	04/26/05
TRI-LUX	78598948	03/31/05
THE SOLUTIONPILLOW BY TEMPUR-PEDIC	78538869	12/28/04
THE BACK BED BY TEMPUR-PEDIC	78510451	11/03/04