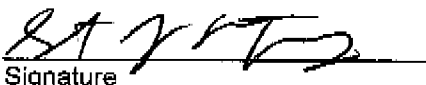


Client Code: SLEEP.UCC1

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

To the Director, U.S. Patent and Trademark Office: Please record the attached original documents or copy thereof.

|  |  |
|--|--|
| <p>1. Name of conveying party(ies): (List using letters or numbers for multiple parties)</p> <p>SLEEP CO., INC.</p> <p><input type="checkbox"/> Individual                      <input type="checkbox"/> General Partnership<br/> <input type="checkbox"/> Association                    <input type="checkbox"/> Limited Partnership<br/> <input type="checkbox"/> Other:                            <input checked="" type="checkbox"/> Corporation of: NV</p> <p>Additional name(s) of conveying party(ies) attached?<br/> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | <p>2. Name and address of receiving party(ies):</p> <p>Name: KNOBBE, MARTENS, OLSON, &amp; BEAR, LLP<br/> <b>Internal Address:</b> Fourteenth Floor<br/> <b>Street Address:</b> 2040 Main Street<br/> <b>City:</b> Irvine <b>State:</b> CA<br/> <b>ZIP:</b> 92614</p> <p><input type="checkbox"/> Individual                      <input type="checkbox"/> General Partnership<br/> <input type="checkbox"/> Association                    <input type="checkbox"/> Limited Partnership<br/> <input checked="" type="checkbox"/> Other: <b>California</b>            <input type="checkbox"/> Corporation of:<br/> <b>Limited Liability<br/> Partnership</b></p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached:<br/> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Additional name(s) and address(es) attached?<br/> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> |
| <p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment                      <input type="checkbox"/> Security Agreement<br/> <input type="checkbox"/> Merger                            <input type="checkbox"/> Change of Name<br/> <input checked="" type="checkbox"/> Other: Security Interest</p> <p>Execution Date: (List as in section 1 if multiple signatures)<br/> October 20, 2008</p>   | <p>4. Application number(s) or registration number(s):</p> <p>a. Trademark Application No(s): 78/605111<br/> Filing Date: April 8, 2005</p> <p>b. Trademark Registration No(s):</p> <p>Additional numbers attached?<br/> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>   |
| <p>5. Party to whom correspondence concerning document should be mailed:</p> <p><b>Customer No.</b> 20,995<br/> <b>Address:</b> Knobbe, Martens, Olson &amp; Bear, LLP<br/> 2040 Main Street, 14<sup>th</sup> Floor<br/> Irvine, CA 92614<br/> <b>Return Fax:</b> (949) 760-9502<br/> <b>Attorney's Docket No.:</b> SLEEP.UCC1</p>   | <p>6. Total number of applications and registrations involved:<br/> 19</p> <p>7. Total fee (37 CFR 1.21(h)): \$490.00<br/> <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p>   |
| <p>8. Deposit account number: 11-1410</p> <p>Please charge this account for any additional fees which may be required, or credit any overpayment to this account.</p>  |  |
| <p>9. Statement and signature.</p> <p>To the best of my knowledge and belief, the foregoing information is true and correct, and any attached copy is a true copy of the original document.</p> <p>Steven J. Nataupsky                                            <u>2/23/09</u><br/> Name of Person Signing                      Signature                      Date</p> <p align="center">Total number of pages including cover sheet, attachments and document: 4</p>  |  |

Documents transmitted via Facsimile to be recorded with required cover sheet information to:

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Director, U.S. Patent and Trademark Office  
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Alexandria, VA 22313-1450  
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TRADEMARK

700400943

REEL: 003943 FRAME: 0841

| Case No.   | Trademark Name:                                    | App. No.  | Filing Date: | Reg Date:  | Reg No: |
|------------|--|-----------|--------------|------------|---------|
| SLEEP.001T | TRANQUIL MOMENTS                                   | 78/605111 | 4/8/2005     |            |         |
| SLEEP.003T | BLUE COW   | 78/572996 | 2/23/2005    | 11/7/2006  | 3169828 |
| SLEEP.005T | SLEEP DRINK FORMULATED TO HELP YOU SLEEP & Design  | 76/465238 | 11/7/2002    | 9/9/2003   | 2761494 |
| SLEEP.006T | THE ORIGINAL SLEEP BAR FORMULATED TO HELP...       | 76/465239 | 11/7/2002    | 10/7/2003  | 2771355 |
| SLEEP.007T | SLEEP WATER FORMULATED TO HELP YOU SLEEP & Design  | 76/465240 | 11/7/2002    | 9/9/2003   | 2761495 |
| SLEEP.008T | THE ORIGINAL SLEEP COOKIES FORMULATED TO HELP?     | 76/471327 | 12/2/2002    | 12/9/2003  | 2790794 |
| SLEEP.009T | SLEEP TEA FORMULATED TO HELP YOU SLEEP & Design    | 76/471328 | 12/2/2002    | 6/28/2005  | 2963601 |
| SLEEP.010T | SLEEP SCENTS FORMULATED TO HELP YOU SLEEP & Design | 76/471329 | 12/2/2002    | 11/30/2004 | 2905584 |
| SLEEP.011T | SLEEP SNACKS FORMULATED TO HELP YOU SLEEP & Design | 76/471330 | 12/2/2002    | 8/23/2005  | 2986766 |
| SLEEP.012T | THE SLEPCARE PLACE PRODUCTS TO HELP YOU SLEEP      | 76/471331 | 12/2/2002    | 1/10/2006  | 3038850 |
| SLEEP.013T | WATER WATER DESIGNED FOR DRINKING & Design         | 76/541329 | 8/27/2003    | 11/30/2004 | 2905898 |
| SLEEP.014T | SLEEP SUDS FORMULATED TO HELP YOU SLEEP & Design   | 76/547685 | 9/22/2003    | 11/30/2004 | 2905932 |
| SLEEP.015T | SLEEP ICE CREAM FORMULATED TO HELP YOU SLEEP & Des | 76/547686 | 9/22/2003    | 11/30/2004 | 2905933 |
| SLEEP.016T | SLEEP CEREAL FORMULATED TO HELP YOU SLEEP & Design | 76/547687 | 9/22/2003    | 11/23/2004 | 2904431 |
| SLEEP.017T | SLEEP SOFT FORMULATED TO HELP YOU SLEEP & Design   | 76/547688 | 9/22/2003    | 4/19/2005  | 2941202 |
| SLEEP.018T | SLEEP COFFEE FORMULATED TO HELP YOU SLEEP & Design | 76/545990 | 9/22/2003    | 11/23/2004 | 2904423 |
| SLEEP.019T | SLEEP LOZENGES FORMULATED TO HELP YOU SLEEP & Des  | 76/577479 | 2/25/2004    | 4/11/2006  | 3080197 |
| SLEEP.021T | SLEEP TONIC  | 78/716125 | 9/19/2005    |            |         |
| SLEEP.023T | THE ORIGINAL RELAXATION DRINK                      | 78/858067 | 4/10/2006    | 10/23/2007 | 3321452 |




**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

**A. NAME & PHONE OF CONTACT AT FILER (optional)**  
**Stephen Ybarra (949) 721-5265**

**B. SEND ACKNOWLEDGMENT TO: (Name and Address)**

**Knobbe, Martens, Olson, & Bear, LLP**  
**2040 Main Street, 14th Floor**  
**Irvine, CA 92614**  
**Attn: Stephen Ybarra**

Filed in the office of   
 Ross Miller  
 Secretary of State  
 State of Nevada

Document Number  
**2008032409-2**

Filing Date and Time  
**10/20/2008 3:50 PM**

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

**1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (1a or 1b) - do not abbreviate or combine names.**

**1a. ORGANIZATION'S NAME**  
**Sleep Co., Inc.**

OR

**1b. INDIVIDUAL'S LAST NAME** FIRST NAME MIDDLE NAME SUFFIX

**1c. MAILING ADDRESS** CITY STATE POSTAL CODE COUNTRY

**365 W. Sixth Street** **San Pedro** **CA** **90731** **USA**

**1d. SEE INSTRUCTIONS** ADDL INFO RE ORGANIZATION DEBTOR **1e. TYPE OF ORGANIZATION** **1f. JURISDICTION OF ORGANIZATION** **1g. ORGANIZATIONAL ID#, if any**

**Corporation** **NV**  NONE

**2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (2a or 2b) - do not abbreviate or combine names.**

**2a. ORGANIZATION'S NAME**

OR

**2b. INDIVIDUAL'S LAST NAME** FIRST NAME MIDDLE NAME SUFFIX

**2c. MAILING ADDRESS** CITY STATE POSTAL CODE COUNTRY

**2d. SEE INSTRUCTIONS** ADDL INFO RE ORGANIZATION DEBTOR **2e. TYPE OF ORGANIZATION** **2f. JURISDICTION OF ORGANIZATION** **2g. ORGANIZATIONAL ID#, if any**

NONE

**3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNOR/S/P) - Insert only one secured party name (3a or 3b)**

**3a. ORGANIZATION'S NAME**  
**Knobbe, Martens, Olson, & Bear, LLP**

OR

**3b. INDIVIDUAL'S LAST NAME** FIRST NAME MIDDLE NAME SUFFIX

**3c. MAILING ADDRESS** CITY STATE POSTAL CODE COUNTRY

**2040 Main Street, Fourteenth Floor** **Irvine** **CA** **92614** **USA**

4. This FINANCING STATEMENT covers the following collateral:

See Attachment(s)

**5. ALTERNATIVE DESIGNATION (if applicable):** LESSOR/LESSOR | CONSIGNEE/CONSIGNOR | BAILEE/BAILOR | SELLER/BUYER | AG. LIEN | NON-UCC FILING

**6.**  This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS.  Check to REQUEST SEARCH REPORT(s) on Debtor(s) (if applicable) (ADDITIONAL FEE) (optional)

**8. OPTIONAL FILER REFERENCE DATA** All Debtors Debtor 1 Debtor 2

**SLEEP**

FILING OFFICE COPY - UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)