

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
THE STANDARD LIFE ASSURANCE COMPANY OF CANADA		10/01/2008	Mutual Company: CANADA

RECEIVING PARTY DATA

Name:	SLEEP AMERICA, LLC
Street Address:	1202 N. 54th Avenue
Internal Address:	Suite 111
City:	Phoenix
State/Country:	ARIZONA
Postal Code:	85043
Entity Type:	LIMITED LIABILITY COMPANY: ARIZONA

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2260533	SLEEP AMERICA
Registration Number:	2993968	SLEEP AMERICA
Registration Number:	2989470	WHERE AMERICA GOES TO SLEEP

CORRESPONDENCE DATA

Fax Number: (415)591-1400
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312-558-5600
 Email: trademarksSF@winston.com
 Correspondent Name: Winston & Strawn LLP
 Address Line 1: 35 W. Wacker Drive
 Address Line 4: Chicago, ILLINOIS 60601-9703

ATTORNEY DOCKET NUMBER:	011666.00001
-------------------------	--------------

CH \$90.00 2260533

NAME OF SUBMITTER:	Liisa M. Thomas
Signature:	/Liisa M. Thomas/
Date:	03/09/2009
Total Attachments: 3 source=STANDARD LIFE Release#page1.tif source=STANDARD LIFE Release#page2.tif source=STANDARD LIFE Release#page3.tif	

TERMINATION OF SECURITY INTEREST IN TRADEMARKS

THE STANDARD LIFE ASSURANCE COMPANY OF CANADA
c/o Standard Life Investments, Inc.
1001 de Maisonneuve West, Suite 700
Montreal, Quebec H3A 3C8

WHEREAS, the above-identified Holder of a Security Interest, THE STANDARD LIFE ASSURANCE COMPANY OF CANADA (the "Secured Party"), holds security interests in the trademarks identified in the attached Schedule A ("Trade-marks"), incorporated herein by reference, arising under that certain security agreement (the "Security Agreement") dated March 7, 2006 by and among Sleep America, LLC, an Arizona limited liability company, having a place of business at 1202 N. 54th Avenue, Suite 111, Phoenix, Arizona, 85043 and The Standard Life Assurance Company of Canada having a place of business at 1001 de Maisonneuve West, Suite 700, Montreal, Quebec H3A 3C8; and

WHEREAS, the security interest was recorded in the United States Patent and Trademark Office (the "Office") Assignment Branch on Reel 3308, Frame 0063 on May 12, 2006 as set forth in a Notice of Recordation issued by the Office; and

WHEREAS, the Secured Party hereby acknowledges that pursuant to the terms of a payout letter dated Sept. 29, 2008 between the Secured Party, John Hancock Life Insurance Company (USA), Computershare Trust Company of Canada, Sleep Country Canada Inc., Sleep America, LLC and certain other guarantors, the debt secured by the pledge of the trademarks under the terms and conditions set forth in the Security Agreement has been paid in full, satisfied, released and discharged and the Secured Party hereby agrees to terminate its security interest in the trademarks.

NOW, THEREFORE, the Secured Party does hereby release and terminate its entire right, title and interest in and to said Security Agreement and the security interests granted therein and identified herein as to all the Trade-marks as filed and registered with the United States Patent and Trademark Office in Washington, D.C.

Oct. 14. 2008 12:13PM

No. 1255 P. 3

- 2 -

Executed this _____ day of October, 2008.

**THE STANDARD LIFE ASSURANCE
COMPANY OF CANADA**

By: 

Name :

Title : **Jerry Domanus**
V.P., Private Placements

OTTAWA:1061108.1

TRADEMARK
REEL: 003948 FRAME: 0781

SCHEDULE "A"

Trade-mark	US Trade-mark Registration/Application No.
SLEEP AMERICA (Design)	2,260,533
SLEEP AMERICA	2,993,968
WHERE AMERICA GOES TO SLEEP	2,989,470

OTTAWA:188108.1