

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Termination and Release of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Wilmington Trust Company, as Second Lien Collateral Agent		03/05/2009	Banking Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	Sleep Innovations, Inc.
Street Address:	187 Monmouth Parkway
City:	West Long Branch
State/Country:	NEW JERSEY
Postal Code:	07764
Entity Type:	CORPORATION: NEW JERSEY

PROPERTY NUMBERS Total: 91

Property Type	Number	Word Mark
Serial Number:	76577667	COMFORT GEL
Registration Number:	2471859	ABSOLUTE COMFORT SYSTEM
Registration Number:	2716056	B'COOL IN SCHOOL
Registration Number:	2588932	BEACH INNOVATIONS
Registration Number:	2437669	BEACH PILL-O
Registration Number:	2805167	BED IN A BOX
Registration Number:	2598671	COMFORT UNIVERSITY
Registration Number:	2798886	COMFORT, PURE AND SIMPLE
Registration Number:	2700768	CONFIDANT
Registration Number:	2449890	DINO DREAMS
Registration Number:	2553247	DREAM PILLOW
Registration Number:	2591894	DREAMTEK
Registration Number:	2702787	DREAMTOP
Registration Number:	2801133	HUGGY

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Registration Number:	2383898	HUGGY
Registration Number:	2635863	INNOVA-TEX
Registration Number:	2354111	MEGACRATE
Registration Number:	2486472	NOVAFORM
Registration Number:	2802942	NOVASOMA
Registration Number:	2602530	PERSONAL EXPRESSIONS
Registration Number:	2669002	PERSONAL EXPRESSIONS
Registration Number:	2839530	PLUSH SUPREME
Registration Number:	2801132	SENSUS
Registration Number:	2213871	SLEEP INNOVATIONS
Registration Number:	2640891	TEMPSOMA
Registration Number:	2801131	THE COMFORT SECRET
Registration Number:	2840894	THE DIFFERENCE IS UNDENIABLE
Registration Number:	2784622	THE SCIENCE OF COMFORT
Registration Number:	2523215	ULTIMATE SATEEN
Registration Number:	2293137	WE PUT THE COMFORT BACK IN YOUR BED
Registration Number:	2803315	WE'VE FOUND THE SECRET
Serial Number:	78958824	COMFÔRT
Serial Number:	78958908	COMFORT IS EVERYTHING
Serial Number:	77023696	COMFORT PLUS
Serial Number:	77009063	COMFORTLUXE
Serial Number:	78835372	COOLBREEZE
Serial Number:	77018551	DREAM MATTRESS
Serial Number:	78866942	FEEL THE LOVE
Serial Number:	78958621	FINE FOUNDATIONS
Serial Number:	78958758	MEMORY FOAM SYSTEM
Serial Number:	78866915	SENSUOUS SLEEP
Serial Number:	78866770	SLEEP ASSURED
Serial Number:	78832325	SLEEPWALKERS BY SLEEP INNOVATIONS
Serial Number:	78866831	THE ART OF DREAMS
Serial Number:	78866900	THE ART OF SLEEP
Serial Number:	78866974	TURNING SLEEP UPSIDE DOWN
Serial Number:	77066062	VENUS & MARS
Serial Number:	77066064	VENUS & MARS
Serial Number:	78928211	QUICK RESPONSE

Serial Number:	78798339	HEALTHY SLEEPER
Serial Number:	78798371	HEALTHY SLEEPER
Serial Number:	78618285	KOOLCOMFORT
Serial Number:	78571587	KOOLREST
Serial Number:	78865106	KOOL IMPRESSIONS
Registration Number:	2027093	BIG COMFORT
Registration Number:	3194068	DREAMAWAY
Registration Number:	3168814	KOOLCOMFORT
Registration Number:	2198360	LURA-TEX
Registration Number:	2140886	MEMORY-FLEX
Registration Number:	1437318	MIRA-FOAM
Registration Number:	2709796	OPTIMA
Registration Number:	3000468	TOUCH OF COMFORT
Serial Number:	77293509	NUTRATEMP
Serial Number:	77369951	ACELLA-FLEX
Registration Number:	3137309	BODIPEDIC
Serial Number:	77431554	BODIPEDIC
Registration Number:	2841062	BODIPEDIC
Registration Number:	3407309	COMFÔRT
Serial Number:	77383539	COOLREST
Serial Number:	77227863	ECOREST MEMORY FOAM
Serial Number:	77460256	ECOTEMP
Serial Number:	77298753	EURO DREAM ESCAPE
Serial Number:	77259457	IBODIPEDIC
Serial Number:	77259166	IFOAM
Serial Number:	77259191	IMATTRESS
Serial Number:	77330859	INFINITE COMFORT MATTRESS
Serial Number:	77364171	INFINITE RESPONSE
Serial Number:	77259452	INOVAFORM
Serial Number:	77259176	IPEDIC
Serial Number:	77259441	IRELAX
Serial Number:	77259616	ITEMPSOMA
Serial Number:	77259209	ITOPPER
Serial Number:	77259428	IVISCO
Serial Number:	77398189	NATURAL IMPRESSIONS

Serial Number:	77479510	NOVAFORM BY SLEEP INNOVATIONS COMFORT ROYALE
Serial Number:	77332094	NOVAFORM GRANDE ELEGANCE
Serial Number:	77253332	NOVAFORM SELECT
Serial Number:	77227841	SLEEP INNOVATIONS DREAMLAND USA
Serial Number:	77227856	SLEEPWISE
Serial Number:	77227854	SLEEPWISE COLLECTION
Serial Number:	77371171	SRT

CORRESPONDENCE DATA

Fax Number: (212)455-2502
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (212) 455-7976
Email: ksolomon@stblaw.com
Correspondent Name: Mindy M. Lok, Esq.
Address Line 1: Simpson Thacher & Bartlett LLP
Address Line 2: 425 Lexington Avenue
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	509600/0285
NAME OF SUBMITTER:	Mindy M. Lok
Signature:	/ml/
Date:	03/11/2009

Total Attachments: 7
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**TERMINATION AND RELEASE OF SECURITY INTEREST
IN TRADEMARKS**

TERMINATION AND RELEASE dated as of March 5, 2009, from Wilmington Trust Company, a Delaware banking corporation, as Second Lien Collateral Agent (the "Agent") for certain banks and other financial institutions (the "Lenders"), to Sleep Innovations, Inc., a New Jersey corporation with its principal place of business located at 187 Monmouth Parkway, West Long Branch, New Jersey (the "Borrower").

WITNESSETH:

WHEREAS, pursuant to the Second Lien Guarantee and Collateral Agreement, dated as of April 3, 2007, made by the Grantors (as defined therein) in favor of the Agent (the "Collateral Agreement"), a security interest (the "Security Interest") was granted by the Grantors to the Agent in certain collateral, including the Trademark Collateral (as hereinafter defined);

WHEREAS, pursuant to that certain Grant of Second Lien Security Interest in Trademark Rights dated as of April 3, 2007 and that certain Supplemental Grant of Second Lien Security Interest in Trademark Rights dated as of July 11, 2008, between the Agent and Borrower (the "Security Agreements"), Borrower, by reference to the Collateral Agreement, reaffirmed its intent to grant a Security Interest to the Agent specifically in certain Trademark Collateral;

WHEREAS, the Security Agreements were recorded in the Trademark Division of the United States Patent and Trademark Office on April 12, 2007 at Reel 3521 and Frame 248, and on August 14, 2008 at Reel 3835 and Frame 216; and

WHEREAS, the Borrower has requested that the Agent terminate and release the entirety of its Security Interest in the Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration including the satisfaction of all obligations, indebtedness and liabilities secured by the Trademark Collateral pursuant to the Collateral Agreement, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Agent hereby states as follows:

1. Definitions: The term "Trademark Collateral," as used herein, shall mean all of the Grantors' right, title and interest of every kind and nature as of the date hereof in the Trademarks (including, without limitation, those items listed on Schedule A hereto). The term "Trademarks" shall have the meaning provided by reference in the Collateral Agreement.

2. Release of Security Interest: The Agent hereby terminates, releases and discharges its Security Interest in the Trademark Collateral, and any right, title or interest of the Agent in such Trademark Collateral shall hereby cease and become void.

3. Further Assurances: The Agent hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect the release of the Security Interest contemplated hereby.

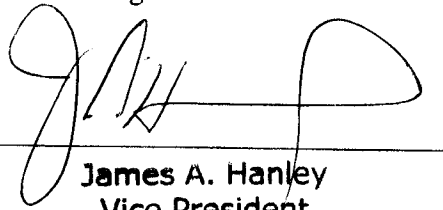
IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

WILMINGTON TRUST COMPANY, as Second
Lien Collateral Agent

By: _____

Name: _____

Title: _____



James A. Hanley
Vice President

STATE OF Delaware
COUNTY OF New-Castle

ss.:

On this 4th day of March, 2009, before me personally appeared James A. Hanley to me known who, being by me duly sworn, did depose and say that he/she is Vice President of Wilmington Trust Company, described herein and which executed the foregoing instrument, and that he/she signed his/her name thereto pursuant to the authority granted by Wilmington Trust Company.

Patricia W. Zink
Notary Public

PATRICIA W. ZINK
Notary Public - State of Delaware
My Comm. Expires July 12, 2009

(Affix Seal Below)

SCHEDULE A**U.S. Trademark Registrations and Applications**

Trademark	Application No.	Registration No.
COMFORT GEL	76/577,667	N/A
ABSOLUTE COMFORT SYSTEM	75/436,471	2471859
B'COOL IN SCHOOL	75/882,645	2716056
BEACH INNOVATIONS	75/696,070	2588932
BEACH PILL-O	75/587,359	2437669
BED IN A BOX	75/824,871	2805167
COMFORT UNIVERSITY	75/882,646	2598671
COMFORT, PURE AND SIMPLE	76/416,568	2798886
CONFIDANT	75/882,648	2700768
DINO DREAMS	75/696,351	2449890
DREAM PILLOW	75/705,822	2553247
DREAMTEK	75/490,476	2591894
DREAMTOP	75/490,477	2702787
HUGGY	76/416,972	2801133
HUGGY	75/516,292	2383898
INNOVA-TEX	75/705,820	2635863
MEGACRATE	75/527,164	2354111
NOVAFORM	75/436,427	2486472
NOVASOMA	76/263,284	2802942
PERSONAL EXPRESSIONS	76/170,654	2602530
PERSONAL EXPRESSIONS	76/385,080	2669002
PLUSH SUPREME	76/416,563	2839530

Trademark	Application No.	Registration No.
SENSUS	76/416,971	2801132
SLEEP INNOVATIONS	75/278,221	2213871
TEMPSOMA	76/263,285	2640891
THE COMFORT SECRET	76/416,970	2801131
THE DIFFERENCE IS UNDENIABLE	76/336,872	2840894
THE SCIENCE OF COMFORT	76/116,505	2784622
ULTIMATE SATEEN	75/776,960	2523215
WE PUT THE COMFORT BACK IN YOUR BED	75/263,932	2293137
WE'VE FOUND THE SECRET	76/416,564	2803315
COMFORT	78/958,824	N/A
COMFORT IS EVERYTHING	78/958,908	N/A
COMFORT PLUS	77/023,696	N/A
COMFORTLUXE	77/009,063	N/A
COOLBREEZE	78/835,372	N/A
DREAM MATTRESS	77/018,551	N/A
FEEL THE LOVE	78/866,942	N/A
FINE FOUNDATIONS	78/958,621	N/A
MEMORY FOAM SYSTEM	78/958,758	N/A
SENSUOUS SLEEP	78/866,915	N/A
SLEEP ASSURED	78/866,770	N/A
SLEEPWALKERS BY SLEEP INNOVATIONS	78/832,325	N/A
THE ART OF DREAMS	78/866,831	N/A
THE ART OF SLEEP	78/866,900	N/A
TURNING SLEEP UPSIDE DOWN	78/866,974	N/A
VENUS & MARS	77/066,062	N/A
VENUS & MARS	77/066,064	N/A

Trademark	Application No.	Registration No.
QUICK RESPONSE	78/928,211	N/A
HEALTHY SLEEPER	78/798,339	N/A
HEALTHY SLEEPER	78/798,371	N/A
KOOLCOMFORT	78/618,285	N/A
KOOLREST	78/571,587	N/A
KOOL IMPRESSIONS	78/865,106	N/A
BIG COMFORT	75/051,870	2,027,093
DREAMAWAY	78/842,146	3,194,068
KOOLCOMFORT	78/977,034	3,168,814
LURA-TEX	75/366,216	2,198,360
MEMORY-FLEX	75/258,082	2,140,886
MIRA-FOAM	73/594,251	1,437,318
OPTIMA	76/101,797	2,709,796
TOUCH OF COMFORT	76/609,193	3,000,468
NUTRATEMP	77/293,509	N/A
ACELLA-FLEX	77/369,951	N/A
BODIPEDIC	78/977,213	3,137,309
BODIPEDIC	77/431,554	N/A
BODIPEDIC & DESIGN	76/399,803	2,841,062
COMFORT (STYLIZED)	78/958,824	3,407,309
COOLREST	77/383,539	N/A
ECOREST MEMORY FOAM	77/227,863	N/A
ECOTEMP	77/460,256	N/A
EURO DREAM ESCAPE	77/298,753	N/A
IBODIPEDIC	77/259,457	N/A
IFOAM	77/259,166	N/A

Trademark	Application No.	Registration No.
IMATTRESS	77/259,191	N/A
INFINITE COMFORT MATTRESS	77/330,859	N/A
INFINITE RESPONSE	77/364,171	N/A
INOVAFORM	77/259,452	N/A
IPEDIC	77/259,176	N/A
IRELAX	77/259,441	N/A
ITEMPSOMA	77/259,616	N/A
ITOPPER	77/259,209	N/A
IVISCO	77/259,428	N/A
NATURAL IMPRESSIONS	77/398,189	N/A
NOVAFORM BY SLEEP INNOVATIONS COMFORT ROYALE & DESIGN	77/479,510	N/A
NOVAFORM GRANDE ELEGANCE	77/332,094	N/A
NOVAFORM SELECT	77/253,332	N/A
SLEEP INNOVATIONS DREAMLAND USA	77/227,841	N/A
SLEEPWISE	77/227,856	N/A
SLEEPWISE COLLECTION	77/227,854	N/A
SRT	77/371,171	N/A