

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
DAN-FOAM ApS		06/18/2009	Private Limited Liability Company: DENMARK

RECEIVING PARTY DATA

Name:	Nordea Bank Danmark A/S, as Foreign Collateral Agent
Street Address:	Christiansbro, Strandgade 3
Internal Address:	P.O. Box 850
City:	Copenhagen C
State/Country:	DENMARK
Postal Code:	DK-0900
Entity Type:	CORPORATION: DENMARK

PROPERTY NUMBERS Total: 38

Property Type	Number	Word Mark
Registration Number:	3509218	THE ALLURABED BY TEMPUR-PEDIC
Registration Number:	3386956	THE SYMPHONYPILLOW BY TEMPUR-PEDIC
Registration Number:	3451045	TEMPUR-HD
Registration Number:	3180320	ONLY FROM TEMPUR-PEDIC AUTHENTIC TEMPUR MATERIAL
Registration Number:	3446640	THE CLASSICBED BY TEMPUR-PEDIC
Registration Number:	3456803	THE CELEBRITYBED BY TEMPUR-PEDIC
Registration Number:	3359451	TEMPUR-FIT
Registration Number:	3425464	THE PRO-HEALTHCORE BED BY TEMPUR-PEDIC
Registration Number:	3389489	THE SYMPHONYBED BY TEMPUR-PEDIC
Registration Number:	2495299	TEMPUR
Registration Number:	1926469	TEMPUR
Registration Number:	1924637	TEMPUR MED

OP \$965.00 3509218

Registration Number:	1853088	TEMPUR-PEDIC
Registration Number:	3567706	THE RHAPSODYPILLOW BY TEMPUR-PEDIC
Registration Number:	3567705	THE GRANDPILLOW BY TEMPUR-PEDIC
Registration Number:	3567704	THE GRANDBED BY TEMPUR-PEDIC
Registration Number:	3567703	THE COMFORTPILLOW BY TEMPUR-PEDIC
Registration Number:	3485553	THE PRIMABED BY TEMPUR-PEDIC
Serial Number:	78723625	THE DELUXE BY TEMPUR-PEDIC
Serial Number:	78723624	THE DELUXEBED BY TEMPUR-PEDIC
Serial Number:	78723622	THE CLASSIC BY TEMPUR-PEDIC
Serial Number:	78712210	THE SUPRIMABED BY TEMPUR-PEDIC
Serial Number:	77499606	TEMPUR-FLEX
Serial Number:	77486264	THE COMFORTSLIPPER BY TEMPUR-PEDIC
Serial Number:	77439803	TEMPUR-TOP
Serial Number:	77324721	TEMPUR ADVANCED ERGO SYSTEM
Serial Number:	77281989	WELLNESS IS WORTH IT
Serial Number:	77189555	NIGHT-TIME RENEWAL
Serial Number:	77180017	TEMPUR-PEDIC
Serial Number:	77167206	SOFT WHERE YOU WANT IT AND FIRM WHERE YOU NEED IT
Serial Number:	77110443	WELCOME TO BED
Serial Number:	77110441	THE SOUL & SCIENCE OF TEMPUR-PEDIC
Serial Number:	77104725	NIGHT TIME RENEWAL FOR BODY & MIND
Serial Number:	77087697	THE BELLASONNA BED BY TEMPUR-PEDIC
Serial Number:	77702865	TEMPUR-PEDIC SLEEP EXPERIENCE CENTER
Serial Number:	77565273	THE BELLAPILLOW BY TEMPUR-PEDIC
Serial Number:	77531310	THE BELLAFINA BED BY TEMPUR-PEDIC
Serial Number:	77531300	THE ADVANTAGEBED BY TEMPUR-PEDIC

CORRESPONDENCE DATA

Fax Number: (919)416-8328
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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:	327000.010846 JES
DOMESTIC REPRESENTATIVE	
Name:	John E. Slaughter/Moore & Van Allen PLLC
Address Line 1:	430 Davis Drive
Address Line 2:	Suite 500
Address Line 4:	Morrisville, NORTH CAROLINA 27560
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	07/07/2009
Total Attachments: 5 source=NGSI-T DAN FOAM to Nordea#page1.tif source=NGSI-T DAN FOAM to Nordea#page2.tif source=NGSI-T DAN FOAM to Nordea#page3.tif source=NGSI-T DAN FOAM to Nordea#page4.tif source=NGSI-T DAN FOAM to Nordea#page5.tif	

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 June 18, 2009 (the "Security Agreement") by and among the Grantors party thereto (each an "Grantor" and collectively, the "Grantors") and NORDEA BANK DANMARK A/S, as Foreign Collateral Agent (the "Foreign 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 Foreign Collateral Agent for the ratable benefit of the holders of the Secured Obligations.

The Grantors and the Foreign Collateral Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the trademarks and trademark 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 Page(s)]

Very truly yours,

DAN-FOAM ApS,
a private limited liability company existing under the
laws of Denmark

By: Wade E. Will

Name:

Title:

Grantor's Address:

DAN-FOAM ApS
c/o Tempur-Pedic International Inc.
1713 Jaggie Fox Way
Lexington, KY 40511
Attention: Chief Financial Officer

Acknowledged and Accepted:

Nordea Bank Danmark A/S, as Foreign Collateral Agent

By: _____

Name:

Title:

Very truly yours,

DAN-FOAM ApS,
a private limited liability company existing under the
laws of Denmark

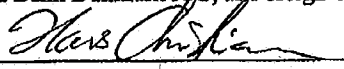
By: _____
Name:
Title:

Grantor's Address:

DAN-FOAM ApS
c/o Tempur-Pedic International Inc.
1713 Jaggie Fox Way
Lexington, KY 40511
Attention: Chief Financial Officer

Acknowledged and Accepted:

Nordea Bank Danmark A/S, as Foreign Collateral Agent

By: 
Name: Hans Christiansen
Title: Head of Corporate


Kaj Skouboe
Region Branch Manager

CHAR11120121v2

TRADEMARK
REEL: 004017 FRAME: 0625

Schedule 1
(page 1 of 2)
Dan-Foam ApS
(Denmark Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
THE ALLURABED BY TEMPUR-PEDIC	3509218	09/30/08
THE SYMPHONYPILLOW BY TEMPUR-PEDIC	3386956	02/19/08
TEMPUR-HD	3451045	06/17/08
ONLY FROM TEMPUR-PEDIC AUTHENTIC TEMPUR MATERIAL and Design	3180320	12/05/06
THE CLASSICBED BY TEMPUR-PEDIC	3446640	06/10/08
THE CELEBRITYBED BY TEMPUR-PEDIC	3456803	07/01/08
TEMPUR-FIT	3359451	12/25/07
THE PRO-HEALTHCORE BED BY TEMPUR- PEDIC	3425464	05/13/08
THE SYMPHONYBED BY TEMPUR-PEDIC	3389489	02/26/08
TEMPUR and Design	2495299	10/09/01
TEMPUR	1926469	10/10/95
TEMPUR MED	1924637	10/03/95
TEMPUR-PEDIC	1853088	09/06/94
THE RHAPSODYPILLOW BY TEMPUR-PEDIC	3567706	01/27/09
THE GRANDPILLOW BY TEMPUR-PEDIC	3567705	01/27/09
THE GRANDBED BY TEMPUR-PEDIC	3567704	01/27/09
THE COMFORTPILLOW BY TEMPUR-PEDIC	3567703	01/27/09
THE PRIMABED BY TEMPUR-PEDIC	3485553	08/12/08

Schedule 1 - Continued
(page 2 of 2)
Dan-Foam ApS
(Denmark Corporation)

U.S. Trademarks

Pending Applications

Mark	Application No.	Filing Date
THE DELUXE BY TEMPUR-PEDIC	78723625	09/29/05
THE DELUXEBED BY TEMPUR-PEDIC	78723624	09/29/05
THE CLASSIC BY TEMPUR-PEDIC	78723622	09/29/05
THE SUPRIMABED BY TEMPUR-PEDIC	78712210	09/13/05
TEMPUR-FLEX	77499606	06/16/08
THE COMFORTSLIPPER BY TEMPUR-PEDIC	77486264	05/29/08
TEMPUR-TOP	77439803	04/04/08
TEMPUR ADVANCED ERGO SYSTEM	77324721	11/08/07
WELLNESS IS WORTH IT	77281989	09/18/07
NIGHT-TIME RENEWAL	77189555	05/24/07
TEMPUR-PEDIC and Design	77180017	05/14/07
SOFT WHERE YOU WANT IT AND FIRM WHERE YOU NEED IT	77167206	04/27/07
WELCOME TO BED	77110443	02/19/07
THE SOUL & SCIENCE OF TEMPUR-PEDIC	77110441	02/19/07
NIGHT TIME RENEWAL FOR BODY & MIND	77104725	02/12/07
THE BELLASONNA BED BY TEMPUR-PEDIC	77087697	01/22/07
TEMPUR-PEDIC SLEEP EXPERIENCE CENTER	77702865	03/31/09
THE BELLAPILLOW BY TEMPUR-PEDIC	77565273	09/09/08
THE BELLAFINA BED BY TEMPUR-PEDIC	77531310	07/25/08
THE ADVANTAGEBED BY TEMPUR-PEDIC	77531300	07/25/08