

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Advanced Sleep Concepts, Inc.		02/15/2011	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	MCG Capital Corporation, as Administrative Agent (Senior)
Street Address:	1100 Wilson Boulevard
Internal Address:	Suite 3000
City:	Arlington
State/Country:	VIRGINIA
Postal Code:	22209
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 9**

Property Type	Number	Word Mark
Registration Number:	3398928	ENERGY HEALTH SOLUTIONS
Registration Number:	2295664	MATTRESSMAX
Registration Number:	3300617	NATURE'S SPIRIT
Registration Number:	3300618	NATURE'S WONDERS
Registration Number:	3632936	REST & RESTORE
Registration Number:	3719495	REST & RESTORE
Serial Number:	85210664	SLEEP PERCENTAGE
Registration Number:	3884216	VISTABODYCOOL
Serial Number:	85210660	WORTHWHILE SLEEP

**CORRESPONDENCE DATA**

Fax Number: (703)247-7545  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: (703) 247-7542

**900184248**

**TRADEMARK  
 REEL: 004479 FRAME: 0730**

**OP \$240.00 3398928**

Email: rthomas@mcgcapital.com  
Correspondent Name: MCG Capital Corporation  
Address Line 1: 1100 Wilson Boulevard  
Address Line 2: Suite 3000  
Address Line 4: Arlington, VIRGINIA 22209

NAME OF SUBMITTER:	Ruth A. Thomas
Signature:	/Ruth A. Thomas/
Date:	02/16/2011

Total Attachments: 3  
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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
INTELLECTUAL PROPERTY

United States Patent and Trademark Office

Ladies and Gentlemen:

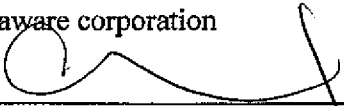
Please be advised that pursuant to (a) the Amended and Restated Senior Credit Facility Agreement dated as of February 15, 2011, as the same may be amended, modified or restated from time to time, by and among Advanced Sleep Concepts, Inc., a Delaware corporation, Spears Mattress Co., a Georgia corporation, Mattressmax, Inc., a Georgia corporation, Mattress Barn, Inc., a Florida corporation, and any other entity subsequently added as a borrower thereunder (including any successor or permitted assignee thereof, each a "Borrower"; collectively, the "Borrowers"), and each financial institution that from time to time is a "Lender" thereunder, and MCG Capital Corporation, in its capacity as administrative agent for the Lenders (the "Administrative Agent"), and (b) the related Security Agreement dated as of October 12, 2006 (as amended, modified or restated from time to time, the "Security Agreement") by and among the Borrowers and the Administrative Agent, the undersigned Borrower has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown on Schedule 1 hereto to the Administrative Agent for the benefit of the Lenders.

The undersigned Borrower and the Administrative Agent hereby acknowledge and agree that the security interest in the foregoing intellectual property (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 intellectual property.

[SIGNATURE PAGE FOLLOWS]


Very truly yours,

ADVANCED SLEEP CONCEPTS, INC.,  
a Delaware corporation

By:   
Name: Charles M. Ewins Jr.  
Title: CFO / Secretary

Acknowledged and Accepted:

MCG CAPITAL CORPORATION, as Administrative Agent

By:   
Name: E. Peter Malekian  
Title: Managing Director  
and Vice President

## Schedule 1

## ADVANCED SLEEP CONCEPTS, INC.

U.S. Trademarks

Country	Mark	Status	Serial No Filing Date	Reg. No. Reg. Date	Owner	Class/Description
United States of America	ENERGY HEALTH SOLUTIONS	Registered	76662209 Jun 27, 2006	3398928 Mar 18, 2008	Advanced Sleep Concepts, Inc.	20 Mattresses.
United States of America	MATTRESSMAX	Registered	75535887 Aug 13, 1998	2295664 Nov 30, 1999	Advanced Sleep Concepts, Inc.	35 Retail store services featuring mattresses.
United States of America	NATURE'S SPIRIT	Registered	76670617 Dec 19, 2006	3300617 Oct 2, 2007	Advanced Sleep Concepts, Inc.	20 Mattresses.
United States of America	NATURE'S WONDERS	Registered	76670618 Dec 19, 2006	3300618 Oct 2, 2007	Advanced Sleep Concepts, Inc.	20 Mattresses.
United States of America	REST & RESTORE	Registered	77516606 Jul 8, 2008	3632936 Jun 2, 2009	Advanced Sleep Concepts, Inc.	20 Mattresses.
United States of America	REST & RESTORE	Registered	77516613 Jul 8, 2008	3719495 Dec 1, 2009	Advanced Sleep Concepts, Inc.	35 Retail store services featuring mattresses.
United States of America	SLEEP PERCENTAGE	Pending	85210664 Jan 5, 2011		Advanced Sleep Concepts, Inc.	20 Sleep products, namely, pillows and mattresses. 24 Bed linens.
United States of America	VISTABODYCOOL	Registered	77897116 Dec 18, 2009	3884216 Nov 30, 2010	Advanced Sleep Concepts, Inc.	20 Sleep products, namely, pillows and mattresses.
United States of America	WORTHWHILE SLEEP	Pending	85210660 Jan 5, 2011		Advanced Sleep Concepts, Inc.	20 Sleep products, namely, pillows and mattresses. 24 Bed linens.

TRADEMARK

RECORDED: 02/16/2011

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