

## 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		11/30/2011	LIMITED LIABILITY COMPANY: DENMARK
RECEIVING PARTY DATA			
Name:	Nordea Bank Danmark A/S, as Foreign Collateral Agent		
Street Address:	Christiansbro		
Internal Address:	Strandgade 3		
City:	Copenhagen C		
State/Country:	DENMARK		
Postal Code:	DK-0900		
Entity Type:	CORPORATION: DENMARK		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	3955437	TEMPUR-ES	
Registration Number:	3953716	TEMPUR-PEDIC SLEEP EXPERIENCE CENTER	
Registration Number:	3945266	TEMPUR-CLOUD	
Serial Number:	85202961	SOFT WHERE YOU WANT IT AND FIRM WHERE YOU NEED IT	
CORRESPONDENCE DATA			
Fax Number:	(919)416-8328		
Phone:	9192868041		
Email:	pto_tmconfirmation@mvalaw.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Moore & Van Allen PLLC		
Address Line 1:	430 Davis Drive		
Address Line 2:	Suite 500		
Address Line 4:	Morrisville, NORTH CAROLINA 27560		

OP \$115.00 3955437

TRADEMARK

ATTORNEY DOCKET NUMBER:

017625-4683 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:

12/27/2011

Total Attachments: 4

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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

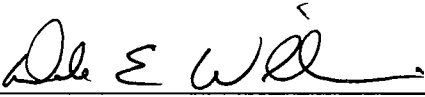
Please be advised that pursuant to the Amended and Restated Domestic Intellectual Property Security Agreement dated as of November 30, 2011 (the "Security Agreement") by and among the Grantors party thereto (each an "Grantor" and collectively, the "Grantors") and NORDEA BANK DANMARK A/S, as Foreign Collateral 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.

[Signature Pages Follow]

Very truly yours,

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

By:   
Dale E. Williams  
Attorney in Fact

DAN-FOAM ApS  
NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS


TRADEMARK  
REEL: 004687 FRAME: 0210

Acknowledged and Accepted:

NORDEA BANK DANMARK A/S,  
as Foreign Collateral Agent

By:   
Name: **Michael Hornnes**

Title: *Legal Counsel*

By:   
Name: **Niels E. Rasmussen**

Title: *Snr Director*

Schedule 1

Dan-Foam ApS  
(Denmark private limited company)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
TEMPUR-ES	3955437	05/03/11
TEMPUR-PEDIC SLEEP EXPERIENCE CENTER	3953716	05/03/11
TEMPUR-CLOUD	3945266	04/12/11

Pending Applications

Mark	Application No.	Filing Date
SOFT WHERE YOU WANT IT AND FIRM WHERE YOU NEED IT	85202961	12/21/10