

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|------------------------------|--|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | Notice of Grant of Security Interest in Intellectual Property (Junior) |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-------------------------------|----------|----------------|-----------------------|
| Advanced Sleep Concepts, Inc. | | 10/12/2006 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| | |
|--------------------------|--|
| Name: | MCG Capital Corporation, as Administrative Agent |
| Street Address: | 1001 19th Street North |
| Internal Address: | 10th Floor |
| City: | Arlington |
| State/Country: | VIRGINIA |
| Postal Code: | 22209 |
| Entity Type: | CORPORATION: DELAWARE |

PROPERTY NUMBERS Total: 5

| Property Type | Number | Word Mark |
|----------------------|----------|--|
| Registration Number: | 4239223 | MOUNTAIN HERITAGE |
| Registration Number: | 4239222 | GRAND ESTATE |
| Registration Number: | 4239054 | SMART GEL |
| Registration Number: | 4226874 | ASC ADVANCED SLEEP CONCEPTS MOVING DREAMS FORWARD. |
| Serial Number: | 85440098 | TWO SIDES TWICE THE COMFORT |

CORRESPONDENCE DATA

Fax Number: 9192868199
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Phone: 9192868118
 Email: pto_tmconfirmation@mvalaw.com
 Correspondent Name: Moore & Van Allen PLLC
 Address Line 1: 430 Davis Drive
 Address Line 2: Suite 500

OP \$140.00 4239223

Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER: 020286-38 JES

NAME OF SUBMITTER: John E. Slaughter

Signature: /John E. Slaughter/

Date: 02/01/2013

Total Attachments: 4
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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 Junior Credit Facility Agreement dated as of October 12, 2006, 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, 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: Chuck Evans

Title: CFO

Acknowledged and Accepted:

MCG CAPITAL CORPORATION, as Administrative Agent

By: _____

Name:

Title:

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TRADEMARK
REEL: 004954 FRAME: 0110

Very truly yours,

ADVANCED SLEEP CONCEPTS, INC.,
a Delaware corporation

By: _____
Name:
Title:

Acknowledged and Accepted:

MCG CAPITAL CORPORATION, as Administrative Agent

By: 
Name: **Tod K Reichert**
Title: **Executive Vice President**

Schedule 1

**Advanced Sleep Concepts, Inc.
(Delaware Corporation)**

U.S. Trademarks

Registered Marks

| Mark | Reg. No. | Reg. Date |
|--|-----------------|------------------|
| MOUNTAIN HERITAGE | 4239223 | 11/06/12 |
| GRAND ESTATE | 4239222 | 11/06/12 |
| SMART GEL | 4239054 | 11/06/12 |
| ASC ADVANCED SLEEP CONCEPTS MOVING DREAMS FORWARD. and Design | 4226874 | 10/16/12 |

Pending Application

| Mark | Appl. No. | Filing Date |
|-----------------------------|------------------|--------------------|
| TWO SIDES TWICE THE COMFORT | 85440098 | 10/05/11 |