

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
GUARD MASTER, INC.		12/09/2013	CORPORATION:

**RECEIVING PARTY DATA**

<b>Name:</b>	Bedgear, LLC
<b>Street Address:</b>	110 Bi-County Boulevard
<b>City:</b>	FARMINGDALE
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	11735
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 41**

Property Type	Number	Word Mark
Registration Number:	4422322	BEDID
Registration Number:	3502600	SLEEP GUARD
Registration Number:	3554789	SLEEP RIGHT
Registration Number:	3978555	DRI TEC
Registration Number:	3986762	NATURE'S OWN
Registration Number:	4001763	DRI-TEC
Registration Number:	4003999	IPLATFORM
Registration Number:	4043563	POSITION PILLOW
Registration Number:	4072987	SLEEP CLEAN · SLEEP COOL · SLEEP WELL
Registration Number:	4102529	AIR-X
Registration Number:	4102530	HYDROTEC
Registration Number:	4131933	BALANCE
Registration Number:	4135609	IPERFORM
Registration Number:	4145802	PLUSH TOUCH

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Registration Number:	4166799	READY SET GO
Registration Number:	4166800	CHANGING THE WAY PEOPLE BUY SLEEP
Registration Number:	4192714	GUARD MASTER SLEEP SYSTEM
Registration Number:	4199326	SLEEPWEAR
Registration Number:	4301890	PERFORMANCE MATTRESS PROTECTION
Registration Number:	4310501	PERFORMANCE SLEEP SHOP
Registration Number:	4313540	PERFORMANCE MATTRESS PROTECTOR
Registration Number:	4313541	PERFORMANCE PILLOW
Registration Number:	4346682	MATTRESS PROTECTORS NEVER SLEEP
Registration Number:	4346901	NIGHT ICE
Registration Number:	4346921	SLEEP FUEL
Serial Number:	85851511	SLEEP FUEL
Serial Number:	85856450	BEDGEAR PERFORMANCE BEDDING
Serial Number:	85881255	POWERSLEEP
Serial Number:	85907044	HYPER-COTTON
Serial Number:	85941834	PERFORMANCE TOPPER
Serial Number:	86019513	BEDGEAR PERFORMANCE BEDDING
Serial Number:	77945127	BEDGEAR
Serial Number:	85573510	SUSPENSION FOAM
Serial Number:	85836148	PERFORMANCE MATTRESS
Registration Number:	3891405	IPROTECT
Registration Number:	4396311	ELEVATE YOUR SLEEP
Registration Number:	4388546	PILLOWID
Registration Number:	4388547	PROTECTORID
Registration Number:	4400268	SLEEP FUELS EVERYTHING
Registration Number:	4418962	SLEEP ZONE
Serial Number:	85419062	BEDGEAR

**CORRESPONDENCE DATA**

Fax Number: 6314067146  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 6316569818  
Email: npinou@sllp.com  
Correspondent Name: Sorell, Lenna & Schmidt, LLP  
Address Line 1: 99 Smithtown Bypass  
Address Line 4: Hauppauge, NEW YORK 11788

**TRADEMARK**

**REEL: 005172 FRAME: 0766**

	1735-TM-GMI TO BEDGEAR
NAME OF SUBMITTER:	Leo G. Lenna
Signature:	/Leo G. Lenna/
Date:	12/12/2013
<p>Total Attachments: 9 source=Assn-TM-Guard Master to Bedgear#page1.tif source=Assn-TM-Guard Master to Bedgear#page2.tif source=Assn-TM-Guard Master to Bedgear#page3.tif source=Assn-TM-Guard Master to Bedgear#page4.tif source=Assn-TM-Guard Master to Bedgear#page5.tif source=Assn-TM-Guard Master to Bedgear#page6.tif source=Assn-TM-Guard Master to Bedgear#page7.tif source=Assn-TM-Guard Master to Bedgear#page8.tif source=Assn-TM-Guard Master to Bedgear#page9.tif</p>	

## TRADEMARK ASSIGNMENT

This Trademark Assignment (this "**Assignment**") is made and entered into as of December 9, 2013, by and between Guard Master, Inc., a New York corporation ("**GMI**") and Bedgear, LLC, a Delaware limited liability company ("**Bedgear**").

WHEREAS, GMI is the owner of those certain trademark registrations set forth in the attached Schedule A (the "**Marks**")

WHEREAS, GMI and Bedgear are parties to a Contribution Agreement dated as of December 9, 2013, pursuant to which GMI has agreed to contribute, convey, assign, transfer and deliver to Bedgear, and Bedgear has agreed to acquire and accept from GMI, all of GMI's right, title and interest in and to the Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, GMI and Bedgear each hereby agree as follows:

1. Assignment. GMI hereby sells, assigns, transfers, conveys and delivers to Bedgear and its successors and assigns, and Bedgear hereby purchases and accepts from GMI, all of GMI's right, title and interest in, to and under the Marks, including, without limitation, all goodwill associated therewith or symbolized thereby, all common law rights thereto, all registrations that have been or may be granted thereon, and all applications for registrations thereof, together with the right to sue and recover damages for future or past infringements thereof and to fully and entirely stand in the place of GMI in all matters related thereto.

2. Further Assurances. GMI agrees to execute and deliver such other documents and to take all such other actions as Bedgear, its successors and assigns may reasonably request to effect the terms of this Assignment and to execute and deliver any and all affidavits, testimonies, declarations, oaths and other documentation as may be reasonably required to effect the terms of this Assignment.

3. Recordation. GMI authorized and requests the Commission of Trademarks of the United States, and the corresponding entities or agencies in any country foreign to the United States, to record Bedgear as the assignee and owner of record of the Marks issued in the United States or registered in any corresponding jurisdiction.

4. Miscellaneous. This Assignment, and all claims or causes of action (whether at law, in contract or in tort) that may be based upon, arise out of or relate to this Assignment or the negotiation, execution or performance hereof, will be governed by and construed in accordance with the laws of the State of Delaware without giving effect to conflicts of laws principles that would result in the application of the law of any other state. This Assignment may not be supplemented, altered or modified in any manner except by a writing signed by all parties hereto. The failure of any party to enforce any terms or provisions of this Assignment will not waive any of its rights under such terms or provisions. This Assignment will bind and inure to the benefit of the respective parties and their assigns, transferees and successors. This Assignment and any

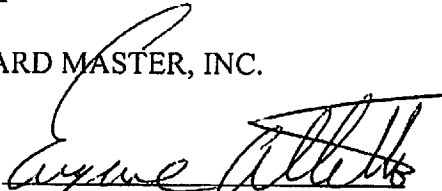
amendments hereto may be executed in one or more counterparts, each of which will be deemed an original but all of which together will constitute on and the same instrument.

*[Remainder of page intentionally left blank]*

IN WITNESS WHEREOF, each of GMI and Bedgear has executed this Assignment as of date first written above.

GMI

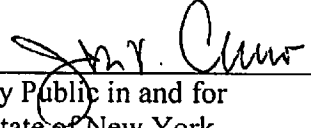
GUARD MASTER, INC.

By:   
Name: Eugene Alletto  
Title: Chief Executive Officer

THE STATE OF NEW YORK  
County of Suffolk

This instrument was executed before me on this 9<sup>th</sup> day of December, 2013 by EUGENE ALLETTO, the Chief Executive Officer of Guard Master, Inc., a New York corporation.

WITNESS my hand and official seal.

  
Notary Public in and for  
The State of New York

Joseph V. Cuomo  
Printed or Typed Name of Notary

My Commission Expires 7-14-2015

JOSEPH V. CUOMO  
Notary Public, State of New York  
No. 02CU5082040  
Qualified in Nassau County  
Commission Expires July 14, 2015

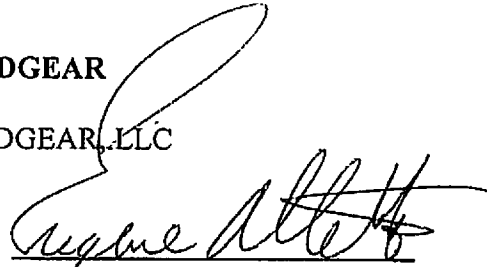
[SIGNATURE PAGE TO GMI TRADEMARK ASSIGNMENT]

TRADEMARK  
REEL: 005172 FRAME: 0770

**BEDGEAR**

**BEDGEAR, LLC**

By:

A handwritten signature in black ink, appearing to read "Eugene Alletto", written over a horizontal line.

Name: Eugene Alletto

Title: Chief Executive Officer and  
President

[SIGNATURE PAGE TO GMI TRADEMARK ASSIGNMENT]

**TRADEMARK**  
**REEL: 005172 FRAME: 0771**

**Schedule A to Trademark Assignment**

**Marks**

H&B Docket No. & Jurisdiction	Owner	Mark	Goods	Status	Appl'n. No.	Filing Date	Reg. No.	Reg. Date
<b>Registered Trademarks</b>								
2079-35 United States	Guard Master, Inc.	AIR-X	pillows in class 20; mattress protectors, pillow protectors and bed sheets in class 24	Registered	85/390,501	8/5/2011	4,102,529	2/21/2012
2079-46 United States	Guard Master, Inc.	BALANCE	Mattresses and pillows	Registered	85/408,096	8/26/2011	4,131,933	4/24/2012
2079-32 United States	Guard Master, Inc.	CHANGING THE WAY PEOPLE BUY SLEEP	mattress protectors and pillow protectors	Registered	85/357,109	6/27/2011	4,166,800	7/3/2012
2079-24 United States	Guard Master, Inc.	DRI-TEC	mattress pads and pillow covers	Registered	77/628,209	12/8/2008	3,978,555	6/14/2011
2079-5 Canada	Guard Master, Inc.	DRI-TEC	Mattress pads and pillow covers	Pending	1,528,455	5/16/2011		
2079-5 Mexico	Guard Master, Inc.	DRI-TEC		Pending	1339800	1/15/2013	1371099	5/29/2013
2079-5 United States	Guard Master, Inc.	DRI-TEC	mattress pads and pillow covers	Registered	85/180,270	11/18/2010	4,001,763	7/26/2011
2079-10 United States	Guard Master, Inc.	GUARD MASTER SLEEP SYSTEM	Labeled pillows for use by potential customers in sampling mattresses sold by third parties	Registered	85/220,367	1/18/2011	4,192,714	8/21/2012
2079-34 United States	Guard Master, Inc.	HYDROTEC	mattress protectors	Registered	85/390,528	8/5/2011	4,102,530	2/21/2012
2079-43 United States	Guard Master, Inc.	iPERFORM	mattresses	Registered	85/462,147	11/2/2011	4,135,609	5/1/2012
2079-26 DIV United States	Guard Master, Inc.	iPLATFORM	mattresses	Registered	85/975,312	6/1/2010	4,003,999	7/26/2011
2079-27 United States	Guard Master, Inc.	iPROTECT	Mattress pads; Pillow covers	Registered	77/945,104	2/25/2010	3,891,405	12/14/2010
2079-44 United States	Guard Master, Inc.	MATTRESS PROTECTORS NEVER SLEEP	mattress protectors	Registered	85/751,981	10/11/2012	4,346,682	6/4/2013
2079-25 United States	Guard Master, Inc.	NATURE'S OWN	Pillows	Registered	85/001,559	3/30/2010	3,986,762	6/28/2011

[SCHEDULE A TO GMI TRADEMARK ASSIGNMENT]

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**TRADEMARK  
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H&B Docket No. & Jurisdiction	Owner	Mark	Goods	Status	Appl'n. No.	Filing Date	Reg. No.	Reg. Date
2079-62 United States	Guard Master, Inc.	NIGHT ICE	pillows in class 20; mattress protectors in class 24	Registered	85/789,149	11/28/2012	4,346,901	6/4/2013
2079-12 United States	Guard Master, Inc.	PERFORMANCE MATTRESS PROTECTION	Pillow protectors and mattress protectors	Registered	85/227,718	1/27/2011	4,301,890	3/12/2013
2079-13 United States	Guard Master, Inc.	PERFORMANCE MATTRESS PROTECTOR	mattress protectors	Registered	85/227,720	1/27/2011	4313540	4/2/2013
2079-14 United States	Guard Master, Inc.	PERFORMANCE PILLOW	pillows	Registered	85/227,727	1/27/2011	4313541	4/2/2013
2079-55 United States	Guard Master, Inc.	PERFORMANCE SLEEP SHOP	Retail store and online retail store services featuring clothing, sleep accessories and bedding	Registered	85/575,357	3/21/2012	4310501	3/26/2013
2079-48 United States	Guard Master, Inc.	PLUSH TOUCH	Mattress protectors, pillow protectors and bed sheets	Registered	85/408,111	8/26/2011	4,145,802	5/22/2012
2079-15 United States	Guard Master, Inc.	POSITION PILLOW	pillows	Registered	85/227,732	1/27/2011	4,043,563	10/18/2011
2079-45 United States	Guard Master, Inc.	POWER OF THE PILLOW	pillows in class 20; pillow protectors in class 24	Registered	85/751,989	10/11/2012	4,346,683	6/4/2013
2079-33 United States	Guard Master, Inc.	READY SET GO	mattress protectors and pillow protectors	Registered	85/357,099	6/27/2011	4,166,799	7/3/2012
2079-4 United States	Guard Master, Inc.	SLEEP CLEAN SLEEP COOL SLEEP WELL	Mattress protectors; pillow shells; pillow covers; pillow protectors; bed sheets	Registered	85/170,122	11/5/2010	4,072,987	12/20/2011
2079-65 United States	Guard Master, Inc.	SLEEP FUEL	pillows in class 20; mattress protectors and pillow protectors in class 24	Registered	85/800,908	12/12/2012	4,346,921	6/4/2013
2079-29 United States	Guard Master, Inc.	SLEEP GUARD	mattress pads	Registered	77/193,347	5/30/2007	3,502,600	9/16/2008
2079-30 United States	Guard Master, Inc.	SLEEP RIGHT	pillows in class 20; bed sheets, bed blankets, and pillow cases in class 24	Registered	77/193,333	5/30/2007	3,554,789	12/30/2008

[SCHEDULE A TO GMI TRADEMARK ASSIGNMENT]

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**TRADEMARK**  
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H&B Docket No. & Jurisdiction	Owner	Mark	Goods	Status	Appl'n. No.	Filing Date	Reg. No.	Reg. Date
2079-11 United States	Guard Master, Inc.	SLEEPWEAR	mattress protectors, pillow protectors and bed sheets	Registered	85/227,734	1/27/2011	4,199,326	8/28/2012
2079-23 United States	Guard Master, Inc.	BEDID	Promoting the sales of 3 <sup>rd</sup> party mattresses through the provision of labeled pillows and hygienic sheets for covering pillows for consumers to sample the mattresses	Registered	85/297,778	4/18/2011	4,422,322	10/22/2013
2079-75 United States	Guard Master, Inc.	ELEVATE YOUR SLEEP	Promoting the sales of 3 <sup>rd</sup> party mattresses through provision of labeled pillows and hygienic sheets for covering the pillows to allow customers to sample 3 <sup>rd</sup> party mattresses	Registered	85/898,824	4/9/2013	4,396,311	9/3/2013
2079-21 United States	Guard Master, Inc.	PILLOWID	pillows	Registered	85/297,766	4/18/2011	4,388,546	8/20/2013
2079-22 United States	Guard Master, Inc.	PROTECTORID	mattress protectors	Registered	85/297,769	4/18/2011	4,388,547	8/20/2013
2079-80 United States	Guard Master, Inc.	SLEEP FUELS EVERYTHING	Promoting the sales of 3 <sup>rd</sup> party mattresses through the provision of labeled pillows and hygienic sheets for covering pillows for consumers to sample the mattresses	Registered	85/913,086	4/24/2013	4,400,268	9/10/2013
2079-18 United States	Guard Master, Inc.	SLEEP ZONE	Promoting the sales of 3 <sup>rd</sup> party mattresses through the provision of labeled pillows and hygienic sheets for covering pillows for consumers to sample the mattresses	Registered	85/274,701	3/23/2011	4,418,962	10/15/2013
Pending Trademarks								

[SCHEDULE A TO GMI TRADEMARK ASSIGNMENT]

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**TRADEMARK**  
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H&B Docket No. & Jurisdiction	Owner	Mark	Goods	Status	Appl'n. No.	Filing Date	Reg. No.	Reg. Date
2079-7 United States	Guard Master, Inc.	BEDGEAR	Mattress pads; Pillow covers	Pending  SUSPENDED UNTIL CANCELLATION PROCEEDING RESOLVED	77/945,127	2/25/2010		
2079-40 United States	Guard Master, Inc.	BEDGEAR (Retail Services)	Retail store and on-line retail store services featuring clothing, sleep accessories and bedding	Pending  Will file 2F amendment.	85/419,062	9/9/2011		
2079-40 Canada	Guard Master, Inc.	BEDGEAR (Retail Services)	Retail store and on-line retail store services featuring clothing, sleep accessories and bedding	Pending	1,568,425	3/7/2012		
2079-73 United States	Guard Master, Inc.	BEDGEAR PERFORMANCE BEDDING	pillows and mattresses	Pending  Will respond to Office Action by 12-5-2013 disclaim Bedgear Performance Bedding keep w/ Logo.	85/856,450	2/21/2013		
2079-78 United States	Guard Master, Inc.	HYPER-COTTON	mattress protectors, pillow protectors, pillow covers and bed sheets	Pending Will respond or Appeal to Office Action by 12-6-2013.	85/907,044	4/17/2013		
2079-69 United States	Guard Master, Inc.	PERFORMANCE MATTRESS	mattresses	Pending	85/836,148	1/30/2013		
2079-86 United States	Guard Master, Inc.	PERFORMANCE TOPPER	featherbed; mattress topper	Pending	85/941,834	5/24/2013		
2079-77 United States	Guard Master, Inc.	POWERSLEEP	Bed sheets	Pending	85/881,255	3/20/2013		
2079-72 United States	Guard Master, Inc.	SLEEP FUEL	Food, nutrition bars, apparel and retail services	Pending	85/851,511	2/15/2013		
2079-54 United States	Guard Master, Inc.	SUSPENSION FOAM	mattresses, pillows and mattress toppers	Pending Will respond to Office Action by February 5, 2014.	85/573,510	3/19/2012		

[SCHEDULE A TO GMI TRADEMARK ASSIGNMENT]

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**TRADEMARK**  
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SLS Docket No. & Jurisdiction	Owner*	Mark	Intl. Class	Goods	Appl'n. No.	Filing Date	Status
<b>FILED TRADEMARK APPLICATIONS</b>							
1735-23 United States	Guard Master, Inc.	BEDGEAR PERFORMANCE BEDDING	020	pillows and mattresses	86/019513	07-25-2013	Application filed by SLS- Pending Will respond to Office Action by March 16, 2014.

[SCHEDULE A TO GMI TRADEMARK ASSIGNMENT]

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