

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM320592

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST
SEQUENCE:	2

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Mattress Firm, Inc.		10/20/2014	CORPORATION: DELAWARE
NE Mattress People, LLC		10/20/2014	LIMITED LIABILITY COMPANY: DELAWARE
The Sleep Train, Inc.		10/20/2014	CORPORATION: CALIFORNIA
ST San Diego, LLC		10/20/2014	LIMITED LIABILITY COMPANY: CALIFORNIA
Sleep Country USA, LLC		10/20/2014	LIMITED LIABILITY COMPANY: DELAWARE
Sleep Experts Partners, L.P.		10/20/2014	LIMITED PARTNERSHIP: TEXAS

RECEIVING PARTY DATA

Name:	Barclays Bank, PLC, as Collateral Agent
Street Address:	745 7th Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10019
Entity Type:	Bank: UNITED KINGDOM

PROPERTY NUMBERS Total: 162

Property Type	Number	Word Mark
Registration Number:	3745133	SLEEP MADE EASY
Registration Number:	3008804	MATTRESS FIRM RED CARPET DELIVERY SERVIC
Registration Number:	3323162	MATTRESS FIRM
Registration Number:	3628530	YOUR PRESCRIPTION FOR A GREAT NIGHT'S SL
Registration Number:	1915716	THE MATTRESS FIRM
Registration Number:	3412394	MATTRESSFIRM CLEARANCE CENTER
Registration Number:	3452259	BEDTIME! MATTRESS
Registration Number:	3323167	MATTRESSFIRM SUPERCENTER
Registration Number:	3493903	YOUR PRESCRIPTION FOR IMPROVED SLEEP
Registration Number:	3322790	ALL THE BEST BRANDS...ALL THE BEST PRICE
Registration Number:	2327390	NOBODY SELLS FOR LESS, NOBODY!

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3053436	WE MAKE IT EASY TO GET A GREAT NIGHT'S S
Registration Number:	2860423	WHERE IT'S EASY TO GET A GREAT NIGHT'S S
Registration Number:	3452517	MATRESSFIRM FOUNDATION FOR A SAFE AND H
Registration Number:	3880278	COMFORT BY COLOR
Registration Number:	3627998	WHAT'S YOUR COLOR?
Registration Number:	3627999	WHAT'S YOUR SLEEP COLOR?
Registration Number:	3644356	EXPERIENCE PLUSH
Registration Number:	3712629	EXPERIENCE FIRM
Registration Number:	3644357	EXPERIENCE PILLOWTOP
Registration Number:	3644358	EXPERIENCE CONTOURED
Registration Number:	3644359	EXPERIENCE PERSONALIZED
Registration Number:	3693321	NOT JUST
Registration Number:	3628000	NOT JUST ANOTHER MATTRESS STORE
Registration Number:	3628531	YOUR PRESCRIPTION FOR IMPROVED SLEEP
Registration Number:	3757635	BUY IT TODAY SLEEP ON IT TONIGHT
Registration Number:	3687696	
Registration Number:	3665690	5 COMFORTS 5 COLORS
Registration Number:	3516413	FIND YOUR COMFORT. FOLLOW YOUR COLOR.
Registration Number:	3806555	NATIONALLY KNOWN, LOCALLY OWNED
Registration Number:	3799445	MATTRESS FIRM
Registration Number:	3799446	MATTRESS FIRM
Registration Number:	3806995	EASYPASS
Registration Number:	3806973	SIDE BY SIDE BEFORE YOU DECIDE
Registration Number:	3941031	MATTRESS FIRM
Registration Number:	3923443	MATTRESS FIRM
Registration Number:	3090339	HAMPTON & RHODES
Registration Number:	4102968	HAPPINESS GUARANTEE
Registration Number:	4046948	
Registration Number:	4128880	MATTRESS MATCH
Registration Number:	4230550	GUARANTEED WE BEAT ANY ADVERTISED PRICE
Registration Number:	4226360	GUARANTEED HAPPY OR YOUR MONEY BACK 100
Registration Number:	4292832	GUARANTEED RED CARPET DELIVERY 3 HOUR WI
Registration Number:	4251706	CLIMATE CONTROL SLEEP
Registration Number:	4317518	CLIMATE CONTROL SLEEP FOR YOU AND ME
Registration Number:	4116374	WORLD'S FIRST AIR CONDITIONED MATTRESS
Registration Number:	4206466	YU ME
Registration Number:	4015066	SAVE MONEY. SLEEP HAPPY
Registration Number:	4342934	YUME
Registration Number:	4276475	DREAM IT'S POSSIBLE.

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3868117	REPLACE EVERY 8
Registration Number:	4287715	OLEJO
Registration Number:	4296359	MATTRESS PEOPLE
Registration Number:	3075095	MATTRESSPRO AMERICA'S LEADING MATTRESS D
Registration Number:	3075096	MATTRESSPRO
Registration Number:	3171206	MATTRESSPRO
Registration Number:	3171205	MATTRESSPRO AMERICA'S LEADING MATTRESS D
Registration Number:	3248398	ORTHOPRO
Registration Number:	3228772	POSTUREPRO
Registration Number:	4266399	SLEEP EXPERTS
Registration Number:	3969726	1 YEAR LOVE YOUR MATTRESS GUARANTEE
Registration Number:	3965507	LOVE YOUR MATTRESS
Registration Number:	1738789	MATTRESS GIANT
Registration Number:	2354497	MATTRESS GIANT
Registration Number:	2187369	FOR THAT OOOH AHHH FEEL
Registration Number:	2176086	NATIONWIDE DISCOUNT SLEEP CENTERS
Registration Number:	2804643	SHOP SMART. SLEEP BETTER.
Registration Number:	3504629	MATTRESS GIANT
Registration Number:	4182166	LEAVE THE REST TO US
Registration Number:	3787181	READY CLICK GO
Registration Number:	4307757	
Registration Number:	4006953	GOT SLEEP?
Registration Number:	4297888	GOT SLEEP? BY SLEEP TRAIN
Registration Number:	4298114	GOT SLEEP? BY SLEEP TRAIN
Registration Number:	4298120	GOT SLEEP? BY SLEEP TRAIN
Registration Number:	4298129	GOT SLEEP? BY SLEEP TRAIN
Registration Number:	4579572	GOT SLEEP?
Registration Number:	4579571	GOT SLEEP?
Registration Number:	3279763	GUARANTEED COMFORT. BEST SELECTION. LOWE
Registration Number:	2892009	IF YOU'RE NOT PICKY ABOUT COLOR
Registration Number:	4205177	
Registration Number:	4406008	
Registration Number:	67714	
Registration Number:	42011	
Registration Number:	55002	
Registration Number:	67715	
Registration Number:	42058	
Registration Number:	55045	
Registration Number:	4556041	MATTRESSES 4 KIDS

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3198396	NOT EVERYONE CAN BE A FOSTER PARENT, BUT
Registration Number:	3158196	NOT EVERYONE CAN BE A FOSTER PARENT, BUT
Registration Number:	3158197	NOT EVERYONE CAN BE A FOSTER PARENT, BUT
Registration Number:	4244767	PAJAMA BOWL
Registration Number:	4446778	
Registration Number:	4376313	SLEEP COUNTRY
Registration Number:	2924355	SLEEP COUNTRY
Registration Number:	2955701	SLEEP COUNTRY PLUS
Registration Number:	4303885	
Registration Number:	1714531	SLEEP TRAIN
Registration Number:	4376084	SLEEP TRAIN
Registration Number:	4205178	SLEEP TRAIN OUTLET DEPOT STORE
Registration Number:	4157300	SLEEP TRAIN MATTRESS CENTER
Registration Number:	51368	
Registration Number:	4205179	SLEEP TRAIN MATTRESS CENTERS
Registration Number:	4303884	
Registration Number:	1785946	SLEEP COUNTRY USA
Registration Number:	4244766	SLEEP COUNTRY USA
Registration Number:	4298131	STOP SEARCHING AND START SLEEPING.
Registration Number:	4380393	SUPERIOR SERVICE. BEST SELECTION. LOWEST
Registration Number:	4157961	
Registration Number:	2851125	WE WON'T REST UNTIL YOU DO
Registration Number:	3160530	WHERE PLUS! MEANS MINUS!
Registration Number:	1844912	WHY BUY A MATTRESS ANYWHERE ELSE?
Registration Number:	1714532	YOUR TICKET TO A BETTER NIGHT'S SLEEP
Registration Number:	2825900	MATTRESS DISCOUNTERS
Registration Number:	1661181	MATTRESS DISCOUNTERS
Registration Number:	2758092	MATTRESS DISCOUNTERS HAVE A GOOD NIGHT'S
Registration Number:	1382786	MATTRESS DISCOUNTERS HAVE A GOOD NIGHT'S
Registration Number:	1754344	
Serial Number:	85097575	YUME
Serial Number:	85390362	SLEEP HAPPY GUARANTEE
Serial Number:	85449565	SLEEP HAPPY PROMISE
Serial Number:	85547916	FITNESS FIRM
Serial Number:	85547647	MATTRESS FIRM SLEEP EXPERIENCE
Serial Number:	85584539	SLEEP HAPPY
Serial Number:	85707496	LUXLIVING
Serial Number:	85770314	LUXLIVING ONLY AT MATTRESS FIRM
Serial Number:	85727069	NEST MATTRESS

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	85727077	NEST BED
Serial Number:	85865812	SIGN & SLEEP
Serial Number:	85956167	LAST STOP
Serial Number:	86034788	
Serial Number:	86038167	WE BOUGHT IT ALL...
Serial Number:	86038178	WHEN THEY'RE GONE, THEY'RE GONE
Serial Number:	86023908	KIDS SLEEP FREE
Serial Number:	86107680	CONFORMCOIL
Serial Number:	86107683	CONFORMAX PLUS
Serial Number:	86107685	CONFORMAX
Serial Number:	86107688	COMFORTCOIL
Serial Number:	86116175	WHEN MANUFACTURERS COMPETE...YOU SAVE
Serial Number:	86131421	ORTHOPRO
Serial Number:	86238319	AQUA FIRM
Serial Number:	86238313	AQUALUXE
Serial Number:	86238289	FURNITURE FIRM
Serial Number:	86238309	AQUA LUXE
Serial Number:	86259316	PROBUYS
Serial Number:	86259323	PROPICKS
Serial Number:	86259331	PROPLUS
Serial Number:	86259339	. . .YOU SAVE!
Serial Number:	86259344	BILLION DOLLAR BUYING POWER
Serial Number:	86259351	SLEEPPO
Serial Number:	86259297	ADAPTABLE
Serial Number:	86259301	ATMOS
Serial Number:	85867696	TAG
Serial Number:	86213652	
Serial Number:	86087920	GOOD DEED DOGS
Serial Number:	86116819	GOOD DEED DOGS
Serial Number:	86116794	GOOD DEED DOGS
Serial Number:	86088213	HELPING DOGS HELP PEOPLE
Serial Number:	86297987	COMFORT STATION
Serial Number:	86297972	REST TEST
Serial Number:	86311688	

CORRESPONDENCE DATA

Fax Number: 2123037064

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 212.318.6824

TRADEMARK

REEL: 005384 FRAME: 0184

Email: christinedionne@paulhastings.com
Correspondent Name: Christine Dionne c/o Paul Hastings LLP
Address Line 1: 75 East 55th Street
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER: 91825.00022

NAME OF SUBMITTER: Christine Dionne

SIGNATURE: /Christine Dionne/

DATE SIGNED: 10/20/2014

Total Attachments: 15

source=Mattress Firm - Trademark Security Agreement (ABL) (Executed)(112443191_1) (2)#page1.tif
source=Mattress Firm - Trademark Security Agreement (ABL) (Executed)(112443191_1) (2)#page2.tif
source=Mattress Firm - Trademark Security Agreement (ABL) (Executed)(112443191_1) (2)#page3.tif
source=Mattress Firm - Trademark Security Agreement (ABL) (Executed)(112443191_1) (2)#page4.tif
source=Mattress Firm - Trademark Security Agreement (ABL) (Executed)(112443191_1) (2)#page5.tif
source=Mattress Firm - Trademark Security Agreement (ABL) (Executed)(112443191_1) (2)#page6.tif
source=Mattress Firm - Trademark Security Agreement (ABL) (Executed)(112443191_1) (2)#page7.tif
source=Mattress Firm - Trademark Security Agreement (ABL) (Executed)(112443191_1) (2)#page8.tif
source=Mattress Firm - Trademark Security Agreement (ABL) (Executed)(112443191_1) (2)#page9.tif
source=Mattress Firm - Trademark Security Agreement (ABL) (Executed)(112443191_1) (2)#page10.tif
source=Mattress Firm - Trademark Security Agreement (ABL) (Executed)(112443191_1) (2)#page11.tif
source=Mattress Firm - Trademark Security Agreement (ABL) (Executed)(112443191_1) (2)#page12.tif
source=Mattress Firm - Trademark Security Agreement (ABL) (Executed)(112443191_1) (2)#page13.tif
source=Mattress Firm - Trademark Security Agreement (ABL) (Executed)(112443191_1) (2)#page14.tif
source=Mattress Firm - Trademark Security Agreement (ABL) (Executed)(112443191_1) (2)#page15.tif

TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT (as amended, amended and restated, supplemented or otherwise modified from time to time, the “*Trademark Security Agreement*”) dated October 20, 2014, is made by the Persons listed on the signature pages hereof (collectively, the “*Grantors*”) in favor of Barclays Bank PLC, as collateral agent (the “*Collateral Agent*”) for the Secured Parties (as defined in the Credit Agreement referred to below).

Reference is made to (i) the ABL Credit Agreement, dated as of October 20, 2014 (as amended, restated, amended and restated, supplemented and/or otherwise modified from time to time, the “*Credit Agreement*”), among Mattress Holding Corp., Mattress Holdco, Inc., the Lenders party thereto from time to time and Barclays Bank PLC, as Administrative Agent and Collateral Agent, (ii) each Secured Hedge Agreement and (iii) each agreement relating to Cash Management Services. The Lenders have agreed to extend credit to the Borrower subject to the terms and conditions set forth in the Credit Agreement, the Issuers have agreed to issue Letters of Credit of the account of the Borrower or a Restricted Subsidiary on the terms set forth in the Credit Agreement, the Hedge Banks have agreed to enter into and/or maintain one or more Secured Hedge Agreements and the Cash Management Banks have agreed to enter into and/or maintain Cash Management Services, on the terms and conditions set forth in the Credit Agreement, in such Secured Hedge Agreements or agreements relating to Cash Management Services, as applicable.

Whereas, as a condition precedent to the Lenders extension of such credit, the obligation of the Hedge Banks to enter into and/or maintain such Secured Hedge Agreements and the obligation of the Cash Management Banks to enter into and/or maintain such Cash Management Services, each Grantor has executed and delivered that certain Security Agreement dated October 20, 2014, made by the Grantors to the Collateral Agent (as amended, amended and restated, supplemented or otherwise modified from time to time, the “*Security Agreement*”).

Whereas, under the terms of the Security Agreement, the Grantors have granted to the Collateral Agent, for the benefit of the Secured Parties, a security interest in, among other property, certain intellectual property of the Grantors, and have agreed as a condition thereof to execute this Trademark Security Agreement for recording with the U.S. Patent and Trademark Office and other governmental authorities.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor agrees as follows:

SECTION 1. Terms. Terms defined in the Credit Agreement and Security Agreement and not otherwise defined herein are used herein as defined in the Credit Agreement and Security Agreement.

SECTION 2. Grant of Security. Each Grantor hereby grants to the Collateral Agent, its successors and assigns, for the benefit of the Secured Parties a continuing security interest in all of the Grantor’s right, title and interest in, to and under the Trademarks, including the Trademarks set forth on Schedule A attached hereto.

SECTION 3. Security for Obligations. The grant of a security interest in the Trademarks by each Grantor under this Trademark Security Agreement is made to secure the payment or performance, as the case may be, in full of the Secured Obligations.

SECTION 4. Recordation. Each Grantor authorizes and requests that the Commissioner for Trademarks and any other applicable government officer record this Trademark Security Agreement.

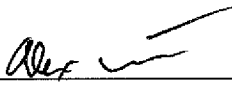
SECTION 5. Execution in Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

SECTION 6. Security Agreement. This Trademark Security Agreement has been entered into in conjunction with the provisions of the Security Agreement. Each Grantor does hereby acknowledge and confirm that the grant of the security interest hereunder to, and the rights and remedies of, the Collateral Agent with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.


[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

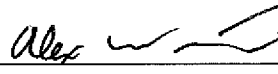
MATTRESS FIRM, INC.

By: 
Name: Alex Weiss
Title: Executive Vice President and Chief
Financial Officer

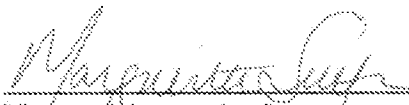
NE MATTRESS PEOPLE, LLC.
THE SLEEP TRAIN, INC.
ST SAN DIEGO, LLC
SLEEP COUNTRY USA, LLC

By: 
Name: Alex Weiss
Title: Vice President and Treasurer

SLEEP EXPERTS PARTNERS, L.P.

By: MGIANT GENPAR, LLC, as General Partner
By: 
Name: Alex Weiss
Title: Vice President and Treasurer




BARCLAYS BANK PLC, as Collateral
Agent and Grantee


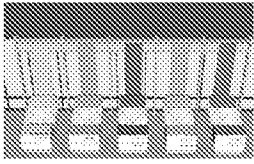
By: 
Name: Marguerite Sutton
Title: Vice President



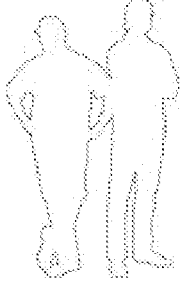
SCHEDULE A




UNITED STATES TRADEMARKS:

Registrations:

OWNER	REGISTRATION NUMBER	TRADEMARK
Mattress Firm, Inc.	3,745,133	SLEEP MADE EASY
Mattress Firm, Inc.	3,008,804	MATTRESS FIRM RED CARPET DELIVERY SERVICE
Mattress Firm, Inc.	3,323,162	MATTRESS FIRM Black & White Logo 
Mattress Firm, Inc.	3,628,530	YOUR PRESCRIPTION FOR A GREAT NIGHT'S SLEEP
Mattress Firm, Inc.	1,915,716	THE MATTRESS FIRM
Mattress Firm, Inc.	3,412,394	MATTRESS FIRM CLEARANCE CENTER Black & White Logo 
Mattress Firm, Inc.	3,452,259	BEDTIME! MATTRESS
Mattress Firm, Inc.	3,323,167	MATTRESS FIRM SUPERCENTER Black & White Logo 
Mattress Firm, Inc.	3,493,903	YOUR PRESCRIPTION FOR IMPROVED SLEEP
Mattress Firm, Inc.	3,322,790	ALL THE BEST BRANDS...ALL THE BEST PRICES!
Mattress Firm, Inc.	2,327,390	NOBODY SELLS FOR LESS, NOBODY!
Mattress Firm, Inc.	3,053,436	WE MAKE IT EASY TO GET A GREAT NIGHT'S SLEEP

Mattress Firm, Inc.	2,860,423	WHERE IT'S EASY TO GET A GREAT NIGHT'S SLEEP!
Mattress Firm, Inc.	3,452,517	MATTRESS FIRM FOUNDATION FOR A SAFE AND HEALTHY CHILDHOOD & Design 
Mattress Firm, Inc.	3,880,278	COMFORT BY COLOR
Mattress Firm, Inc.	3,627,998	WHAT'S YOUR COLOR?
Mattress Firm, Inc.	3,627,999	WHAT'S YOUR SLEEP COLOR?
Mattress Firm, Inc.	3,644,356	EXPERIENCE PLUSH
Mattress Firm, Inc.	3,712,629	EXPERIENCE FIRM
Mattress Firm, Inc.	3,644,357	EXPERIENCE PILLOWTOP
Mattress Firm, Inc.	3,644,358	EXPERIENCE CONTOURED
Mattress Firm, Inc.	3,644,359	EXPERIENCE PERSONALIZED
Mattress Firm, Inc.	3,693,321	NOT JUST
Mattress Firm, Inc.	3,628,000	NOT JUST ANOTHER MATTRESS STORE
Mattress Firm, Inc.	3,628,531	YOUR PRESCRIPTION FOR IMPROVED SLEEP
Mattress Firm, Inc.	3,757,635	BUY IT TODAY SLEEP ON IT TONIGHT
Mattress Firm, Inc.	3,687,696	COMFORT BY COLOR TRADE DRESS (BANNER PANELS) 
Mattress Firm, Inc.	3,665,690	5 COMFORTS 5

		COLORS
Mattress Firm, Inc.	3,516,413	FIND YOUR COMFORT. FOLLOW YOUR COLOR
Mattress Firm, Inc.	3,806,555	NATIONALLY KNOWN, LOCALLY OWNED
Mattress Firm, Inc.	3,799,445	MATTRESS FIRM Color Logo 
Mattress Firm, Inc.	3,799,446	MATTRESS FIRM
Mattress Firm, Inc.	3,806,995	EASYPASS
Mattress Firm, Inc.	3,806,973	SIDE BY SIDE BEFORE YOU DECIDE
Mattress Firm, Inc.	3,941,031	MATTRESS FIRM Color Logo 
Mattress Firm, Inc.	3,923,443	MATTRESS FIRM
Mattress Firm, Inc.	3,090,339	HAMPTON & RHODES
Mattress Firm, Inc.	4,102,968	HAPPINESS GUARANTEE
Mattress Firm, Inc.	4,046,948	DELIVERY GUYS OUTLINE (Logo) 
Mattress Firm, Inc.	4,015,066	SAVE MONEY. SLEEP HAPPY
Mattress Firm, Inc.	4,128,880	MATTRESS MATCH
Mattress Firm, Inc.	4,230,550	WE BEAT ANY ADVERTISED PRICE GUARANTEED (Logo)

		
Mattress Firm, Inc.	4,226,360	HAPPY OR YOUR MONEY BACK GUARANTEED (Logo) 
Mattress Firm, Inc.	4,292,832	RED CARPET DELIVERY GUARANTEED (Logo) 
Mattress Firm, Inc.	4,251,706	CLIMATE CONTROLLED SLEEP
Mattress Firm, Inc.	4,317,518	CLIMATE CONTROL SLEEP FOR YOU AND ME
Mattress Firm, Inc.	4,116,374	WORLD'S FIRST AIR CONDITIONED MATTRESS
Mattress Firm, Inc.	4,206,466	YU ME
Mattress Firm, Inc.	4,015,066	SAVE MONEY. SLEEP HAPPY
Mattress Firm, Inc.	4,342,934	YU ME
Mattress Firm, Inc.	4,276,475	DREAM IT'S POSSIBLE
Mattress Firm, Inc.	3,868,117	REPLACE EVERY 8
Mattress Firm, Inc.	4,287,715	OLEJO
NE Mattress People, LLC	4,296,359	MATTRESS PEOPLE
Mattress Firm, Inc.	3,075,095	MATTRESSPRO AMERICA'S LEADING MATTRESS DISCOUNTER (and


		design) MattressPro <small>America's Leading Mattress Discounter</small>
Mattress Firm, Inc.	3,075,096	MATTRESSPRO (and design) MattressPro <small>America's Leading Mattress Discounter</small>
Mattress Firm, Inc.	3,171,206	MATTRESSPRO
Mattress Firm, Inc.	3,171,205	MATTRESSPRO AMERICA'S LEADING MATTRESS DISCOUNTER
Mattress Firm, Inc.	3,248,398	ORTHOPRO
Mattress Firm, Inc.	3,228,772	POSTUREPRO
Sleep Experts Partners, L.P.	4,266,399	SLEEP EXPERTS
Sleep Experts Partners, L.P.	3,969,726	1 YEAR LOVE YOUR MATTRESS GUARANTEE
Sleep Experts Partners, L.P.	3,965,507	LOVE YOUR MATTRESS
Mattress Firm, Inc.	1,738,789	MATTRESS GIANT
Mattress Firm, Inc.	2,354,497	GIANT FIGURE
Mattress Firm, Inc.	2,187,369	FOR THAT OOOH AHHH FEEL
Mattress Firm, Inc.	2,176,086	NATIONWIDE DISCOUNT SLEEP CENTERS
Mattress Firm, Inc.	2,804,643	SHOP SMART. SLEEP BETTER.
Mattress Firm, Inc.	3,504,629	M.G. typeface
Mattress Firm, Inc.	4182166	LEAVE THE REST TO US
Mattress Firm, Inc.	3,787,181	READY CLICK GO
Sleep Country USA, LLC	4,307,757	DING
The Sleep Train, Inc.	4,006,953	GOT SLEEP?
The Sleep Train,	4,297,888	GOT SLEEP? BY

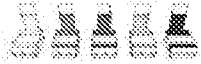
Inc.		SLEEP TRAIN logo (horizontal B&W)
The Sleep Train, Inc.	4,298,114	GOT SLEEP? BY SLEEP TRAIN logo (horizontal w/color claim)
The Sleep Train, Inc.	4,298,120	GOT SLEEP? BY SLEEP TRAIN logo (vertical B&W)
The Sleep Train, Inc.	4,298,129	GOT SLEEP? BY SLEEP TRAIN logo (vertical color claim)
The Sleep Train, Inc.	4,579,572	GOT SLEEP? (Horizontal B&W)
The Sleep Train, Inc.	4,579,571	GOT SLEEP? (Vertical B&W)
Sleep Country USA, LLC	3,279,763	GUARANTEED COMFORT. BEST SELECTION. LOWEST PRICE.
Sleep Country USA, LLC	2,892,009	IF YOU'RE NOT PICKY ABOUT COLOR
The Sleep Train, Inc.	4,205,177	LOCOMOTIVE DESIGN
The Sleep Train, Inc.	4,406,008	LOCOMOTIVE LOGO
ST San Diego, LLC	67714	MATTRESS DISCOUNTERS
ST San Diego, LLC	S 42011	MATTRESS DISCOUNTERS
ST San Diego, LLC	55002	MATTRESS DISCOUNTERS
ST San Diego, LLC	67715	MATTRESS DISCOUNTERS & tag design
ST San Diego, LLC	42058	MATTRESS DISCOUNTERS & tag design
ST San Diego, LLC	55045	MATTRESS DISCOUNTERS & tag design
ST San Diego, LLC	4,556,041	MATTRESSES 4 KIDS
Sleep Country USA, LLC	3,198,396	NOT EVERYONE CAN BE A FOSTER

		PARENT, BUT ANYONE CAN HELP A FOSTER CHILD.
Sleep Country USA, LLC	3,158,196	NOT EVERYONE CAN BE A FOSTER PARENT, BUT ANYONE CAN HELP A FOSTER CHILD.
Sleep Country USA, LLC	3,158,197	NOT EVERYONE CAN BE A FOSTER PARENT, BUT ANYONE CAN HELP A FOSTER CHILD.
Sleep Country USA, LLC	4,244,767	PAJAMA BOWL
ST San Diego, LLC	4,446,778	PAW PRINT design
Sleep Country USA, LLC	4,376,313	SLEEP COUNTRY
Sleep Country USA, LLC	2,924,355	SLEEP COUNTRY
Sleep Country USA, LLC	2,955,701	SLEEP COUNTRY PLUS
Sleep Country USA, LLC	4,303,885	SLEEP COUNTRY USA, WHY BUY A MATTRESS ANYWHERE ELSE?
The Sleep Train, Inc.	1,714,531	SLEEP TRAIN
The Sleep Train, Inc.	4,376,084	SLEEP TRAIN
The Sleep Train, Inc.	4,205,178	SLEEP TRAIN DEPOT OUTLET STORE & design
The Sleep Train, Inc.	4,157,300	SLEEP TRAIN MATTRESS CENTER
The Sleep Train, Inc.	51368	SLEEP TRAIN MATTRESS CENTERS
The Sleep Train, Inc.	4,205,179	SLEEP TRAIN MATTRESS CENTERS & locomotive design
The Sleep Train, Inc.	4,303,884	SLEEP TRAIN, YOUR TICKET TO A BETTER NIGHT'S SLEEP
Sleep Country USA, LLC	1,785,946	SLEEP COUNTRY USA
Sleep Country	4,244,766	SLEEP COUNTRY

USA, LLC		USA & design
Sleep Country USA, LLC	4,298,131	STOP SEARCHING AND START SLEEPING.
The Sleep Train, Inc.	4,380,393	SUPERIOR SERVICE. BEST SELECTION. LOWEST PRICE. GUARANTEED.
The Sleep Train, Inc.	4,157,961	TRAIN WHISTLE
Sleep Country USA, LLC	2,851,125	WE WON'T REST UNTIL YOU DO
Sleep Country USA, LLC	3,160,530	WHERE PLUS! MEANS MINUS!
Sleep Country USA, LLC	1,844,912	WHY BUY A MATTRESS ANYWHERE ELSE?
The Sleep Train, Inc.	1,714,532	YOUR TICKET TO A BETTER NIGHT'S SLEEP

Applications:

<u>OWNER</u>	<u>APPLICATION NUMBER</u>	<u>TRADEMARK</u>
Mattress Firm, Inc.	85/097,575	YUME (Logo)
Mattress Firm, Inc.	85/390,362	SLEEP HAPPY GUARANTEE
Mattress Firm, Inc.	85/449,565	SLEEP HAPPY PROMISE
Mattress Firm, Inc.	85/547,916	FITNESS FIRM
Mattress Firm, Inc.	85/547,647	MATTRESS FIRM SLEEP EXPERIENCE
Mattress Firm, Inc.	85/584,539	SLEEP HAPPY
Mattress Firm, Inc.	85/707,496	LUXLIVING
Mattress Firm, Inc.	85/770,314	LUXLIVING LOGO 
Mattress Firm, Inc.	85/727,069	NEST MATTRESS
Mattress Firm, Inc.	85/727,077	NEST BED

Mattress Firm, Inc.	85/865,812	SIGN & SLEEP
Mattress Firm, Inc.	85/956,167	LAST STOP
Mattress Firm, Inc.	86/034,788	COMFORT BY COLOR TRADE DRESS (BANNER PANELS) AND DESIGN 
Mattress Firm, Inc.	86/038,167	WE BOUGHT IT ALL...
Mattress Firm, Inc.	86/038,178	WHEN THEY'RE GONE, THEY'RE GONE
Mattress Firm, Inc.	86/023,908	KIDS SLEEP FREE
Mattress Firm, Inc.	86/107,680	CONFORMCOIL
Mattress Firm, Inc.	86/107,683	CONFORMAX PLUS
Mattress Firm, Inc.	86/107,685	CONFORMAX
Mattress Firm, Inc.	86/107,688	COMFORTCOIL
Mattress Firm, Inc.	86/116,175	WHEN MANUFACTURERS COMPETE...YOU SAVE
Mattress Firm, Inc.	86/131,421	ORTHOPRO
Mattress Firm, Inc.	86/238,319	AQUA FIRM
Mattress Firm, Inc.	86/238,313	AQUALUXE
Mattress Firm, Inc.	86/238,289	FURNITURE FIRM
Mattress Firm, Inc.	86/238,309	AQUA LUXE
Mattress Firm, Inc.	86/259,316	PROBUYS
Mattress Firm, Inc.	86/259,323	PROPICKS
Mattress Firm, Inc.	86/259,331	PROPLUS
Mattress Firm, Inc.	86/259,339	...YOU SAVE!
Mattress Firm, Inc.	86/259,344	BILLION DOLLAR BUYING POWER
Mattress Firm, Inc.	86/259,351	SLEEPPRO

Mattress Firm, Inc.	86/259,297	ADAPTABLE
Mattress Firm, Inc.	86/259,301	ATMOS
ST San Diego, LLC	85/867,696	BULLDOG DESIGN
ST San Diego, LLC	86/213,652	PAW PRINT
ST San Diego, LLC	86/087,920	GOOD DEED DOGS
ST San Diego, LLC	86/116,819	GOOD DEED DOGS & heart logo
ST San Diego, LLC	86/116,794	GOOD DEED DOGS heart logo
ST San Diego, LLC	86/088,213	HELPING DOGS HELP PEOPLE
The Sleep Train, Inc.	86/297,987	COMFORT STATION
The Sleep Train, Inc.	86/297,972	REST TEST
The Sleep Train, Inc.	86/311,688	SHEET MOTION MARK

Licenses:

LICENSEE	LICENSOR	REGISTRATION/ APPLICATION NUMBER	TRADEMARK
Mattress Firm, Inc.	Mattress Discounters Group, LLC	2,825,900	MATTRESS DISCOUNTERS (Stylized)
Mattress Firm, Inc.	Mattress Discounters Group, LLC	1,661,181	MATTRESS DISCOUNTERS
Mattress Firm, Inc.	Mattress Discounters Group, LLC	2,758,092	MATTRESS DISCOUNTERS HAVE A GOOD NIGHT'S SLEEP ON US
Mattress Firm, Inc.	Mattress Discounters Group, LLC	2,834,292	MATTRESS DISCOUNTERS HAVE A GOOD NIGHT'S SLEEP ON US

Mattress Firm, Inc.	Mattress Discounters Group, LLC	1,382,786	MATTRESS DISCOUNTERS HAVE A GOOD NIGHT'S SLEEP ON US
Mattress Firm, Inc.	Mattress Discounters Group, LLC	1,754,344	Sound Mark
Mattress Firm, Inc.	Mattress Discounters Group, LLC	2,825,900	MATTRESS DISCOUNTERS (Stylized)
Mattress Firm, Inc.	Mattress Discounters Group, LLC	1,661,181	MATTRESS DISCOUNTERS
Mattress Firm, Inc.	Mattress Discounters Group, LLC	2,758,092	MATTRESS DISCOUNTERS HAVE A GOOD NIGHT'S SLEEP ON US
Mattress Firm, Inc.	Mattress Discounters Group, LLC	2,834,292	MATTRESS DISCOUNTERS HAVE A GOOD NIGHT'S SLEEP ON US
Mattress Firm, Inc.	Mattress Discounters Group, LLC	1,382,786	MATTRESS DISCOUNTERS HAVE A GOOD NIGHT'S SLEEP ON US
Mattress Firm, Inc.	Mattress Discounters Group, LLC	1,754,344	Sound Mark