

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM352638

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF INTELLECTUAL PROPERTY AGREEMENT		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
General Electric Capital Corporation		08/21/2015	CORPORATION:
RECEIVING PARTY DATA			
Name:	ANTERES CAPITAL LP		
Street Address:	500 West Monroe Street		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60661		
Entity Type:	LIMITED PARTNERSHIP: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	3677717	AMADORA	
Registration Number:	1384325	CUDDLEDOWN	
Registration Number:	2853091	CUDDLEDOWN	
Registration Number:	3849356	MAGGIE'S BEDDING WAREHOUSE.COM GREAT QUA	
CORRESPONDENCE DATA			
Fax Number:			
<i>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.</i>			
Phone:	2122942684		
Email:	trademarkny@winston.com		
Correspondent Name:	Peter Nam		
Address Line 1:	35 W. Wacker Drive		
Address Line 2:	Winston & Strawn LLP		
Address Line 4:	Chicago, ILLINOIS 60601-9703		
ATTORNEY DOCKET NUMBER:	80034.1457		
NAME OF SUBMITTER:	Peter Nam		
SIGNATURE:	/Peter Nam by trademarkny/		
DATE SIGNED:	08/25/2015		
Total Attachments: 4			

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**ASSIGNMENT OF INTELLECTUAL PROPERTY
AGREEMENT**

This **ASSIGNMENT OF INTELLECTUAL PROPERTY AGREEMENT** (this “**Assignment**”), dated as of August 21, 2015, is by **GENERAL ELECTRIC CAPITAL CORPORATION** (individually, “**GECC**”), acting in its capacity as the current and resigning administrative agent (in such capacity, the “**Retiring Agent**”) and **ANTARES CAPITAL LP**, a Delaware limited partnership (individually, “**Antares**”), acting in its capacity as the successor administrative agent (in such capacity, the “**Successor Agent**”).

RECITALS:

WHEREAS, Cuddledown, Inc., Cuddledown Marketing, LLC, Royal River Trading, LLC, and Maggie’s Direct, LLC, collectively, as “Grantors”, and Retiring Agent are parties to that certain intellectual property security agreement identified in Exhibit A attached hereto (as the same has been and may hereafter be amended, restated, supplemented or otherwise modified from time to time, the “**Agreement**”) covering certain intellectual property set forth on Exhibit B attached hereto; and

WHEREAS, pursuant to that certain Omnibus Agency Transfer Agreement by and among GECC, as the Retiring Agent, and Antares, as Successor Agent, Retiring Agent has assigned to Successor Agent all of its rights, remedies, duties and other obligations under, among other documents, the Agreement, in its capacity as administrative agent and, if applicable, collateral agent.

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Retiring Agent hereby assigns and transfers to Successor Agent and its successors and assigns, all of its rights, title and interest in and to the Agreement.

This Assignment may be executed in any number of counterparts, each of which when so executed shall be deemed an original and all of which taken together shall constitute one and the same instrument.

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IN WITNESS WHEREOF, Retiring Agent and Successor Collateral Agent have caused this Assignment to be duly executed as of the date first above written.

RETIRING AGENT:

GENERAL ELECTRIC CAPITAL
CORPORATION

By: Virginie Ott-Bono, CFA
Name: Duly Authorized Signatory
Its: Duly Authorized Signatory

SUCCESSOR AGENT:

ANTARES CAPITAL LP

By: Virginie Ott-Bono, CFA
Name: Duly Authorized Signatory
Title: Duly Authorized Signatory

EXHIBIT A

Intellectual Property Agreement dated as of December 31, 2012 and recorded with the United States Patent and Trademark Office on March 14, 2013 at Reel 4982, Frame 0398

EXHIBIT B

Copyrights

None.

Patents

None.

Trademarks

Mark	Registration Number	Date of Registration	Grantor
Amadora	3,677,717	9/1/2009	Cuddledown, Inc.
Cuddledown	1,384,325	2/25/1986	Cuddledown, Inc.
Cuddledown	2,853,091	6/15/2004	Cuddledown, Inc.
Maggie's Bedding Warehouse.com	3,849,356	9/21/2010	Cuddledown, Inc.