

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM372232

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Credit Suisse AG, Cayman Islands Branch		02/05/2016	Bank: SWITZERLAND

RECEIVING PARTY DATA

Name:	Mattress Discounters IP LLC
Street Address:	1000 South Oyster Bay Road
City:	Hicksville
State/Country:	NEW YORK
Postal Code:	11801
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Serial Number:	85399874	IF YOU BUY YOUR MATTRESS ANYWHERE ELSE,
Serial Number:	85305960	THE DIFFERENCE IS THE DISCOUNT
Serial Number:	78144837	MATTRESS DISCOUNTERS HAVE A GOOD NIGHT'S
Serial Number:	78143783	DISCOVER YOUR COMFORT
Serial Number:	78139736	1-800-BED-TIME
Serial Number:	77862497	SENSI-FLEX
Serial Number:	77005239	MATTRESS KING
Serial Number:	76383197	
Serial Number:	76383196	MATTRESS DISCOUNTERS
Serial Number:	76378440	DISCOVER YOUR COMFORT HAVE A GOOD NIGHT'
Serial Number:	76335760	MATTRESS DISCOUNTERS HAVE A GOOD NIGHT'S
Serial Number:	75232649	MATRIARCH
Serial Number:	74736160	1 (800) BUY-A-BED
Serial Number:	74219263	
Serial Number:	73548349	COMFORT SOURCE
Serial Number:	73508616	MATTRESS DISCOUNTERS HAVE A GOOD NIGHT'S
Serial Number:	73478996	COMFORTSOURCE
Serial Number:	74154403	HAVE A GOOD NIGHT'S SLEEP ON US
Serial Number:	73794277	MATTRESS DISCOUNTERS

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	85829171	SLEEP COUNSELOR
CORRESPONDENCE DATA		
Fax Number:	2123037064	
<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:	2123186824	
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:	91825.00057 (RF5152/270)	
NAME OF SUBMITTER:	Christine Dionne	
SIGNATURE:	/Christine Dionne/	
DATE SIGNED:	02/05/2016	
Total Attachments: 5		
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TERMINATION AND RELEASE OF SECURITY INTEREST IN PATENTS AND TRADEMARKS dated as of February 5, 2016 (this "**Release**"), by Credit Suisse AG, Cayman Islands Branch, as collateral agent (in such capacity, the "**Agent**"), in favor of MATTRESS DISCOUNTERS IP LLC, a Delaware limited liability company (the "**Grantor**"). Capitalized terms used herein and not otherwise defined shall have the meanings assigned to such terms in the Credit Agreement or the Security Agreement, as applicable, referred to below.

A. Reference is made to (i) the Credit Agreement dated as of March 30, 2012, as amended as of April 22, 2013, and as further amended as of January 28, 2014 (as further amended, restated, supplemented or otherwise modified from time to time, the "**Credit Agreement**"), among HMK Intermediate Holdings, LLC, a Delaware limited liability company (the "**Borrower**"), HMK Mattress Holdings LLC, a Delaware limited liability company ("**Holdings**"), the Lenders from time to time party thereto and Credit Suisse AG, Cayman Islands Branch, as Administrative Agent and Collateral Agent, (ii) the Guarantee and Collateral Agreement dated as of March 30, 2012 (as amended, restated, supplemented or otherwise modified from time to time, the "**Security Agreement**"), among the Borrower, Holdings, the Loan Parties from time to time party thereto and Credit Suisse AG, Cayman Islands Branch, as Collateral Agent, and (iii) the Patent and Trademark Security Agreement dated as of November 8, 2013, made by the Grantor in favor of the Agent (such documents set forth in clauses (i) through (iii), the "**Security Documents**").

B. Pursuant to the Security Documents, the Grantor granted to the Agent, for the benefit of the Secured Parties, a security interest in all right, title or interest of the Grantor in, among other things, the Patents and Trademarks of the Grantor set forth on Schedule I & Schedule II hereto (collectively, the "**Patent and Trademark Collateral**"), which security interests were recorded with the United States Patent & Trademark Office on November 12, 2013 at Reel/Frame 5152/270.

C. The Borrower has informed the Agent that, in connection with the Payoff Letter dated as of February 5, 2016, among the Borrower, the Agent and the other parties thereto, the Borrower requests the release of all right, title and interest of the Agent and the Secured Parties in the Patent and Trademark Collateral pursuant to the Security Documents.

Accordingly, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent, on behalf of the Secured Parties, does hereby terminate, release, relinquish and discharge its security interests in the Patent and Trademark Collateral and any right, title or interest it has in the Patent and Trademark Collateral granted pursuant to the Security Documents shall hereby cease and become void as provided for in the Security Documents. This Release is made without representation or warranty by, or recourse to, the Agent or any other Secured Party.

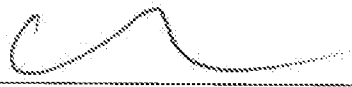
The Agent hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect the release of the security interest contemplated hereby.


THIS RELEASE SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK

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IN WITNESS WHEREOF, the Agent has caused this Release to be duly executed as of the day and year first above written.

CREDIT SUISSE AG, CAYMAN ISLANDS
BRANCH, as the Agent

By 
Name: Whitney Gaston
Title: Authorized Signatory

By 
Name: Gregory Fantoni
Title: Authorized Signatory

[Signature Page – Patent and Trademark Release (Mattress Discounters IP LLC)]

[[3578042]]

TRADEMARK
REEL: 005725 FRAME: 0567

SCHEDULE I

Patents

NONE.

SCHEDULE II

Trademarks

Owner: Mattress Discounters IP LLC

TRADEMARK INVENTORY					
	Application No	Filing Date	Registration #	Registration Date	Renewal Date
1.	Trademark	IF YOU BUY YOUR MATTRESS ANYWHERE ELSE, YOU WILL PAY TOO MUCH!			
	85399874	8/17/2011	4159192	6/12/2012	6/12/2022
2.	Trademark	THE DIFFERENCE IS THE DISCOUNT			
	85305960	4/27/2011	4063239	11/29/2011	11/29/2021
3.	Trademark	MATTRESS DISCOUNTERS HAVE A GOOD NIGHT'S SLEEP ON US			
	78144837	7/17/2002	2834292	4/20/2004	4/20/2014
4.	Trademark	DISCOVER YOUR COMFORT			
	78143783	7/15/2002	2776934	10/21/2003	10/21/2013
5.	Trademark	1-800-BED-TIME			
	78139736	6/28/2002	2913797	12/21/2004	12/21/2014
6.	Trademark	SENSI-FLEX			
	77862497	11/2/2009	4091461	1/24/2012	1/24/2022
7.	Trademark	MATTRESS KING			
	77005239	9/22/2006	3371327	1/22/2008	1/22/2018
8.	Trademark	Design Mark – Dynamic Wave			
	76383197	3/18/2002	2782841	11/11/2003	11/11/2013
9.	Trademark	MATTRESS DISCOUNTERS			
	76383196	3/18/2002	2825900	3/23/2004	3/23/2014
10.	Trademark	DISCOVER YOUR COMFORT HAVE A GOOD NIGHT'S SLEEP ON US			
	76378440	3/4/2002	2738747	7/15/2003	7/15/2013
11.	Trademark	MATTRESS DISCOUNTERS HAVE A GOOD NIGHT'S SLEEP ON US			
	76335760	11/8/2001	2758092	9/2/2003	9/2/2013
12.	Trademark	MATRIARCH			
	75232649	1/28/1997	2142390	3/10/1998	3/10/2018
13.	Trademark	1 (800) BUY-A-BED			
	74736160	9/29/1995	2000477	9/10/1996	9/10/2016
14.	Trademark	Sound Mark – “Have a Good Night’s Sleep on Us” Jingle			
	74219263	11/6/1991	1754344	2/23/1993	2/23/2023
15.	Trademark	COMFORT SOURCE			
	73548349	7/16/1985	1395720	6/3/1986	6/3/2016
16.	Trademark	MATTRESS DISCOUNTERS HAVE A GOOD NIGHT'S SLEEP ON US			
	73508616	11/13/1984	1382786	2/11/1986	2/11/2016
17.	Trademark	COMFORT SOURCE			
	73478996	5/7/1984	1321423	2/19/1985	2/19/2015
18.	Trademark	HAVE A GOOD NIGHT'S SLEEP ON US			
	74154403	4/5/1991	1676268	2/18/1992	
19.	Trademark	MATTRESS DISCOUNTERS			
	73794277	4/19/1989	1661181	10/15/1991	
20.	Trademark	SLEEP COUNSELOR			
	85829171	1/22/2013			

TRADEMARK