

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM372483

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

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
WELLS FARGO BANK, NATIONAL ASSOCIATION		02/03/2016	Bank: UNITED STATES

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
Registration Number:	4159192	IF YOU BUY YOUR MATTRESS ANYWHERE ELSE,
Registration Number:	4063239	THE DIFFERENCE IS THE DISCOUNT
Registration Number:	2834292	MATTRESS DISCOUNTERS HAVE A GOOD NIGHT'S
Registration Number:	2776934	DISCOVER YOUR COMFORT
Registration Number:	2913797	1-800-BED-TIME
Registration Number:	4091461	SENSI-FLEX
Registration Number:	3371327	MATTRESS KING
Registration Number:	2782841	
Registration Number:	2825900	MATTRESS DISCOUNTERS
Registration Number:	2738747	DISCOVER YOUR COMFORT HAVE A GOOD NIGHT'
Registration Number:	2758092	MATTRESS DISCOUNTERS HAVE A GOOD NIGHT'S
Registration Number:	2142390	MATRIARCH
Registration Number:	2000477	1 (800) BUY-A-BED
Registration Number:	1754344	
Registration Number:	1395720	COMFORT SOURCE
Registration Number:	1382786	MATTRESS DISCOUNTERS HAVE A GOOD NIGHT'S
Registration Number:	1321423	COMFORTSOURCE
Registration Number:	1676268	HAVE A GOOD NIGHT'S SLEEP ON US
Registration Number:	1661181	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 R5155 F0688	
NAME OF SUBMITTER:	Christine Dionne	
SIGNATURE:	/Christine Dionne/	
DATE SIGNED:	02/09/2016	
Total Attachments: 5		
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RELEASE OF SECURITY INTEREST IN TRADEMARKS

This RELEASE OF SECURITY INTEREST IN TRADEMARKS (this “Release”), effective as of February 3, 2016 is made by WELLS FARGO BANK, NATIONAL ASSOCIATION, a national banking association, on behalf of itself and any of its affiliates that at any time provides Bank Products to any Loan Party (in such capacity, “Secured Party”), having an office at One Boston Place, 18th Floor, Boston, Massachusetts 02108, in favor of MATTRESS DISCOUNTERS IP LLC, a Delaware limited liability company (“Debtor”), with its chief executive office at 1000 South Oyster Bay Road, Hicksville, New York 11801, pursuant to that certain Amended and Restated Loan and Security Agreement, dated March 30, 2012 (and as the same may be further amended or modified from time to time, the “Loan Agreement”) among the Borrowers party thereto, the Secured Party and the other parties from time to time party thereto.

W I T N E S S E T H:

WHEREAS, Debtor granted a continuing security interest in and lien upon certain trademarks and related rights to Secured Party, as set forth in the Trademark Security Agreement, dated as of November 8, 2013, by and between Debtor and Secured Party (“Existing Trademark Agreement”);

WHEREAS, an executed copy of the Existing Trademark Agreement was recorded in the United States Patent and Trademark Office on November 12, 2013 at Reel 5155, Frame 0688;

WHEREAS, Debtor has requested that Secured Party release and reassign its interest in the trademarks, trademark applications and trademark licenses more fully identified in Exhibit A annexed hereto and made a part hereof, together with the goodwill of the business symbolized thereby; and

WHEREAS, Secured Party has duly authorized the execution, delivery and performance of this Release.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Secured Party agrees as follows:

1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Release, including its preamble and recitals, have the meanings provided or provided by reference in the Loan Agreement and Existing Trademark Agreement, as applicable (it being understood that, unless otherwise provided, in the event of any conflict, such terms shall have the meanings provided or provided by reference in the Loan Agreement).

2. Release of Security Interest. The Secured Party does hereby release and reassign to Debtor its security interest in, lien upon and conditional assignment of the Collateral (as defined in the Existing Trademark Agreement), including but not limited to the trademarks, trademark applications and trademark licenses more fully identified in Exhibit A annexed hereto and made a part hereof, together with the goodwill of the business symbolized thereby, without recourse or representation or warranty, express or implied, of any kind.


3. Termination of Power of Attorney. The Secured Party does hereby agree that any power of attorney or similar rights granted by Debtor to Secured Party pursuant to or in connection with the Existing Trademark Agreement is terminated.

4. Purpose. The Secured Party does hereby authorize and request that the United States Patent and Trademark Office note and record the existence of the release hereby given.

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IN WITNESS WHEREOF, Secured Party has caused this Release to be executed by its duly authorized corporate officer as of the date first written above.

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Secured Party

By: 
Name: Emily Abrahamson
Title: Vice President

[Signature Page to Release of Copyrights – Mattress Discounters IP LLC (Sleepy's)]

TRADEMARK
REEL: 005727 FRAME: 0005

SCHEDULE A
TO
RELEASE OF SECURITY INTEREST IN TRADEMARKS
Trademarks, Trademark Applications and Trademark Licenses

U.S. Trademark Registrations

	Trademark	Application Number	Filing Date	Registration Number	Registration Date
1.	IF YOU BUY YOUR MATTRESS ANYWHERE ELSE, YOU WILL PAY TOO MUCH!	85399874	8/17/2011	4159192	6/12/2012
2.	THE DIFFERENCE IS THE DISCOUNT	85305960	4/27/2011	4063239	11/29/2011
3.	MATTRESS DISCOUNTERS HAVE A GOOD NIGHT'S SLEEP ON US	78144837	7/17/2002	2834292	4/20/2004
4.	DISCOVER YOUR COMFORT	78143783	7/15/2002	2776934	10/21/2003
5.	1-800-BED-TIME	78139736	6/28/2002	2913797	12/21/2004
6.	SENSI-FLEX	77862497	11/2/2009	4091461	1/24/2012
7.	MATTRESS KING	77005239	9/22/2006	3371327	1/22/2008
8.	Design Mark – Dynamic Wave	76383197	3/18/2002	2782841	11/11/2003
9.	MATTRESS DISCOUNTERS	76383196	3/18/2002	2825900	3/23/2004
10.	DISCOVER YOUR COMFORT HAVE A GOOD NIGHT'S SLEEP ON US	76378440	3/4/2002	2738747	7/15/2003
11.	MATTRESS DISCOUNTERS HAVE A GOOD NIGHT'S SLEEP ON US	76335760	11/8/2001	2758092	9/2/2003
12.	MATRIARCH	75232649	1/28/1997	2142390	3/10/1998
13.	1 (800) BUY-A-BED	74736160	9/29/1995	2000477	9/10/1996
14.	Sound Mark – “Have a Good Night’s Sleep on Us” Jingle	74219263	11/6/1991	1754344	2/23/1993
15.	COMFORT SOURCE	73548349	7/16/1985	1395720	6/3/1986

16.	MATTRESS DISCOUNTERS HAVE A GOOD NIGHT'S SLEEP ON US	73508616	11/13/1984	1382786	2/11/1986
17.	COMFORT SOURCE	73478996	5/7/1984	1321423	2/19/1985
18.	HAVE A GOOD NIGHT'S SLEEP ON US	74154403	4/5/1991	1676268	2/18/1992
19.	MATTRESS DISCOUNTERS	73794277	4/19/1989	1661181	10/15/1991

U.S. Trademark Applications

	Trademark	Application Number	Filing Date
20.	SLEEP COUNSELOR	85829171	1/22/2013

Trademark Licenses

Trademark License Agreement, dated November 18, 2010, by and between Mattress Discounts Group, LLC and Maggie's Enterprises, Inc.