

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM437900

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
OMF Holding, LLC		07/31/2017	Limited Liability Company: DELAWARE
The Original Mattress Factory, Inc.		07/31/2017	Corporation: DELAWARE
OMF Cleveland, Inc.		07/31/2017	Corporation: DELAWARE
OMF Columbus, Inc.		07/31/2017	Corporation: DELAWARE
OMF Cincinnati, Inc.		07/31/2017	Corporation: DELAWARE
OMF Atlanta, Inc.		07/31/2017	Corporation: DELAWARE
OMF St. Paul, Inc.		07/31/2017	Corporation: DELAWARE
OMF Raleigh, Inc.		07/31/2017	Corporation: DELAWARE
OMF Orlando, Inc.		07/31/2017	Corporation: DELAWARE
OMF Pittsburgh, Inc.		07/31/2017	Corporation: DELAWARE
OMF Virginia Beach, Inc.		07/31/2017	Corporation: DELAWARE
OMF Richmond, Inc.		07/31/2017	Corporation: DELAWARE
OMF Charlotte, Inc.		07/31/2017	Corporation: DELAWARE
Original Mattress Company LLC		07/31/2017	Limited Liability Company: OHIO

**RECEIVING PARTY DATA**

<b>Name:</b>	PNC Bank, National Association
<b>Street Address:</b>	1900 East Ninth Street
<b>City:</b>	Cleveland
<b>State/Country:</b>	OHIO
<b>Postal Code:</b>	44114
<b>Entity Type:</b>	National Banking Association: NEW YORK

**PROPERTY NUMBERS Total: 14**

Property Type	Number	Word Mark
<b>Registration Number:</b>	2061989	THE ORIGINAL MATTRESS COMPANY
<b>Registration Number:</b>	2896751	THE ORIGINAL MATTRESS FACTORY
<b>Registration Number:</b>	3054570	THE ORIGINAL MATTRESS FACTORY
<b>Registration Number:</b>	4002101	

OP \$365.00 2061989

Property Type	Number	Word Mark
Registration Number:	4002102	
Registration Number:	4002100	
Registration Number:	4205917	
Registration Number:	4729972	
Registration Number:	4150195	WE MAKE MATTRESSES RIGHT...RIGHT IN OUR
Registration Number:	5245066	GENUINE VALUE FROM THE INSIDE OUT
Registration Number:	5245079	THOUGHTFULLY MADE. HONESTLY PRICED.
Serial Number:	87268151	GREAT BEDS. NO BULL.
Registration Number:	5245089	GET A GOOD NIGHT'S SLEEP. YOU'VE EARNED
Serial Number:	87547281	EXPERIENCE MORE THAN JUST A MATTRESS STO

**CORRESPONDENCE DATA**

**Fax Number:** 4123942555

*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:** 412-394-7767

**Email:** traip@clarkhill.com

**Correspondent Name:** Paul D. Bangor, Jr.

**Address Line 1:** 301 Grant Street, 14th Floor

**Address Line 2:** One Oxford Centre

**Address Line 4:** Pittsburgh, PENNSYLVANIA 15219

**NAME OF SUBMITTER:** Paul D. Bangor, Jr.

**SIGNATURE:** /Paul D. Bangor, Jr./

**DATE SIGNED:** 08/03/2017

**Total Attachments: 6**

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**NOTICE OF SECURITY INTEREST**  
**U.S. TRADEMARKS**

July 31, 2017

WHEREAS, each of the entities listed on the signature page hereto (each a "**Grantor**" and collectively, the "**Grantors**"), as applicable, has adopted, used and are using the United States trademarks listed on the annexed Schedule A, which trademarks are registered in or subject to the trademark applications filed in the United States Patent and Trademark Office (the "**Trademarks**");

WHEREAS, pursuant to that certain Credit Agreement, dated of even date herewith (as may be amended, modified, supplemented or restated from time to time, the "Credit Agreement"), by and among OMF Holding, LLC, a Delaware limited liability company (the "**Borrower**"), each of the Guarantors (as defined therein) party thereto from time to time, the Lenders (as defined therein) party thereto from time to time and PNC Bank, National Association, as administrative agent for the Lenders (in such capacity, the "**Administrative Agent**"), the Grantors have entered into that certain Patent, Trademark and Copyright Security Agreement, dated of even date herewith (the "**IP Security Agreement**") in favor of the Administrative Agent (for itself and for the benefit of the Lenders); and

WHEREAS, pursuant to the IP Security Agreement, each Grantor has granted to the Administrative Agent (for itself and for the benefit of the Lenders), a Lien (as defined in the Credit Agreement) in all right, title and interest of such Grantor in and to the Trademarks, together with all the goodwill of the business symbolized by the Trademarks, and the registrations or applications for registration thereof, and all proceeds thereof, including, without limitation, any royalties, claims for infringement and proceeds of sale or other disposition thereof (the "**Trademark Collateral**"; provided, that for avoidance of doubt, the Trademark Collateral shall exclude any Excluded Property (as defined in the Security Agreement)) to secure the payment and performance of the Obligations (as defined in the Credit Agreement).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, each Grantor does hereby confirm its grant to the Administrative Agent (for itself and for the benefit of the Lenders) of a Lien in the Trademark Collateral to secure prompt payment and performance of the Obligations.

Each Grantor does hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent (for itself and for the benefit of the Lenders) with respect to the Lien in the Trademark Collateral made and granted hereby are more fully set forth in the IP Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth in this Notice of Security Interest.

This Notice of Security Interest shall be governed by and construed in accordance with the laws of the State of New York applicable to contracts made and to be performed in such State. The Administrative Agent's address is 1900 East Ninth Street, Cleveland, Ohio 44114.


IN WITNESS WHEREOF, and intending to be legally bound, the Grantors have executed this Notice of Security Interest on the date set forth above.

**GRANTORS:**

OMF HOLDING, LLC, a Delaware limited liability company  
THE ORIGINAL MATTRESS FACTORY, INC., a Delaware corporation  
OMF CLEVELAND, INC., a Delaware corporation  
OMF COLUMBUS, INC., a Delaware corporation  
OMF CINCINNATI, INC., a Delaware corporation  
OMF ATLANTA, INC., a Delaware corporation  
OMF ST. PAUL, INC., a Delaware corporation  
OMF RALEIGH, INC., a Delaware corporation  
OMF ORLANDO, INC., a Delaware corporation  
OMF PITTSBURGH, INC., a Delaware corporation  
OMF VIRGINIA BEACH, INC., a Delaware corporation  
OMF RICHMOND, INC., a Delaware corporation  
OMF CHARLOTTE, INC., a Delaware corporation  
ORIGINAL MATTRESS COMPANY LLC, an Ohio limited liability company





WITNESS:






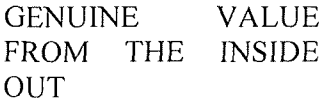
  
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By:   
\_\_\_\_\_  
Name: John Malloy  
Title: Secretary and Treasurer of each of the above-listed entities

SCHEDULE A

TRADEMARKS

Grantor	Trademark	Serial No.	Trademark Registration Number	Date of Application	Date of Registration
Original Mattress Company LLC	USPTO: THE ORIGINAL MATTRESS COMPANY LOGO 	74663963	2061989	April 19, 1995	May 13, 1997
Original Mattress Company LLC	USPTO: THE ORIGINAL MATTRESS FACTORY LOGO 	76518224	2896751	May 21, 2003	October 26, 2004
Original Mattress Company LLC	USPTO: THE ORIGINAL MATTRESS FACTORY 	78557075	3054570	January 31, 2005	January 31, 2006
Original Mattress Company LLC	USPTO: COIL GUY WITH HARD HAT 	85195263	4002101	December 10, 2010	July 26, 2011

Grantor	Trademark	Serial No.	Trademark Registration Number	Date of Application	Date of Registration
Original Mattress Company LLC	<u>USPTO:</u> MODULE MAN 	85195269	4002102	December 10, 2010	July 26, 2011
Original Mattress Company LLC	<u>USPTO:</u> PROFESSOR COIL 	85195256	4002100	December 10, 2010	July 26, 2011
Original Mattress Company LLC	<u>USPTO:</u> STUDENT COIL WITH POINTER DESIGN 	85538434	4205917	February 9, 2012	September 11, 2012
Original Mattress Company LLC	<u>USPTO:</u> RECLINING COIL GUY 	86054369	4729972	September 3, 2013	May 5, 2015
Original Mattress Company LLC	<u>USPTO:</u> WE MAKE MATTRESSES RIGHT...RIGHT IN OUR STORE! 	85445753	4150195	October 12, 2011	May 29, 2012
Original Mattress Company LLC	<u>USPTO:</u> GENUINE VALUE FROM THE INSIDE OUT 	87268070	5245066	December 14, 2016	July 18, 2017

Grantor	Trademark	Serial No.	Trademark Registration Number	Date of Application	Date of Registration
Original Mattress Company LLC	<u>USPTO:</u> THOUGHTFULLY MADE. HONESTLY PRICED.	87268415	5245079	December 14, 2016	July 18, 2017
Original Mattress Company LLC	<u>USPTO:</u> GREAT BEDS. NO BULL.	87268151	N/A	December 14, 2016	N/A
Original Mattress Company LLC	<u>USPTO:</u> GET A GOOD NIGHT'S SLEEP. YOU'VE EARNED IT.	87268544	5245089	December 14, 2016	July 18, 2017
OMF Orlando, Inc.	<u>Florida:</u> THE ORIGINAL MATTRESS FACTORY	N/A	G95339900011	N/A	December 5, 1995
OMF Orlando, Inc.	<u>Florida:</u> THE ORIGINAL MATTRESS FACTORY	N/A	G95339900010	N/A	December 5, 1995
OMF St. Paul, Inc.	<u>Minnesota:</u> THE ORIGINAL MATTRESS FACTORY	N/A	147052	N/A	June 28, 1994
OMF Cincinnati, Inc.	<u>Ohio:</u> THE ORIGINAL MATTRESS FACTORY	N/A	FN61245	N/A	March 4, 1993
OMF Columbus, Inc.	<u>Ohio:</u> THE ORIGINAL MATTRESS FACTORY	N/A	FN58108	N/A	May 26, 1992
OMF Cleveland, Inc.	<u>Ohio:</u> THE ORIGINAL MATTRESS FACTORY	N/A	FN61246	N/A	March 4, 1993

Grantor	Trademark	Serial No.	Trademark Registration Number	Date of Application	Date of Registration
OMF Cleveland, Inc.	<u>Ohio:</u> THE ORIGINAL MATTRESS FACTORY	N/A	1620853	N/A	May 5, 2006
OMF Pittsburgh, Inc.	<u>Pennsylvania:</u> THE ORIGINAL MATTRESS FACTORY	N/A	2958267	N/A	August 17, 2000
OMF Virginia Beach, Inc.	<u>Virginia:</u> THE ORIGINAL MATTRESS FACTORY	N/A	05528310	N/A	July 5, 2001
Original Mattress Company LLC	EXPERIENCE MORE THAN JUST A MATTRESS STORE, EXPERIENCE AN ORIGINAL	87547281	N/A	July 28, 2017	N/A

Domain Names

Grantor	Domain Name
OMF Cleveland, Inc.	THEORIGINALMATTRESSFACTORY.COM