

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM458575

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	RELEASE OF SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Barclays Bank PLC		09/16/2016	Private Limited Company: UNITED KINGDOM
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Mattress Firm, Inc.		
<b>Street Address:</b>	10201 South Main Street		
<b>City:</b>	Houston		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	77025		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4226360	GUARANTEED HAPPY OR YOUR MONEY BACK 100	
<b>Registration Number:</b>	4292832	GUARANTEED RED CARPET DELIVERY 3 HOUR WI	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2142000795		
<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>			
<b>Phone:</b>	214-651-5193		
<b>Email:</b>	cynthia.holland@haynesboone.com		
<b>Correspondent Name:</b>	Haynes and Boone, LLP Trademark Dept		
<b>Address Line 1:</b>	2323 Victory Avenue, Suite 700		
<b>Address Line 4:</b>	Dallas, TEXAS 75219		
<b>ATTORNEY DOCKET NUMBER:</b>	42032.4_82191		
<b>NAME OF SUBMITTER:</b>	Cynthia.Holland		
<b>SIGNATURE:</b>	/Cynthia Holland/		
<b>DATE SIGNED:</b>	01/18/2018		
<b>Total Attachments: 63</b>			
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**Annex A**

**Item 2 Names, addresses and citizenships of additional receiving parties**

Receiving Party	Entity Type	Address	Citizenship
Mattress Firm, Inc.	Corporation	5815 Gulf Freeway Houston, Texas 77023 USA	Delaware
Sleepy's LLC	Limited Liability Company	1000 South Oyster Bay Road Hicksville, NY 11801 USA	Delaware
The Sleep Train, Inc.	Corporation	8391 Auburn Boulevard Citrus Heights, CA 95610 USA	California
NE Mattress People, LLC	Limited Liability Company	5815 Gulf Freeway Houston, Texas 77023 USA	Delaware
ST San Diego, LLC	Limited Liability Company	8391 Auburn Boulevard Citrus Heights, CA 95610 USA	California
Sleep Country USA, LLC	Limited Liability Company	7029 South 220 <sup>th</sup> Street Kent, WA 98032 USA	Delaware
Sleep Experts Partners, L.P.	Limited Partnership	2853 Eisenhower St. Ste 400 Carrollton, TX 75007-4962 USA	Texas
Mattress Discounters IP LLC	Limited Liability Company	1000 South Oyster Bay Road Hicksville, NY 11801 USA	Delaware
SINT, LLC	Limited Liability Company	1000 South Oyster Bay Road Hicksville, NY 11801 USA	Delaware
1800MATTRESS.COM IP, LLC	Limited Liability Company	1000 South Oyster Bay Road Hicksville, NY 11801 USA	New York

**Annex B**

**Release of Intellectual Property Security Interest  
effective as of September 16, 2016  
pertaining to the Trademark Security Agreement  
dated October 20, 2014 attached hereto as Annex C and  
the Trademark Security Agreement  
dated February 5, 2016 attached hereto as Annex D**

**RELEASE OF INTELLECTUAL PROPERTY SECURITY INTEREST**

This RELEASE OF INTELLECTUAL PROPERTY SECURITY INTEREST (the "Release") is made and effective as of September 16, 2016 and granted by BARCLAYS BANK PLC (the "Collateral Agent"), as collateral agent for the secured parties (the "Secured Parties") under each agreement listed on Exhibit A attached hereto (collectively the "IP Security Agreements"), in favor of each of the grantors listed on Schedule B attached hereof (each a "Grantor," and collectively, the "Grantors") and their successors, assigns and legal representatives. Reference is made to (i) the Term Loan 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"), by Mattress Holding Corp., a Delaware corporation (the "Borrower"), Mattress Holdco, Inc., a Delaware corporation ("Holdings"), the Lenders party thereto from time to time and the Collateral Agent and (ii) the Security Agreement, dated as of October 20, 2014 (the "Security Agreement"), among Borrower, Holdings, the Subsidiary Guarantors party thereto and the Collateral Agent. Capitalized terms used herein and not otherwise defined herein shall have meanings assigned to such terms in the Credit Agreement and the Security Agreement, as applicable.

WHEREAS, pursuant to the IP Security Agreements, each Grantor pledged and granted to the Collateral Agent for the ratable benefit of the Secured Parties a security interest in and to all of the right, title and interest of such Grantor in, to and under the IP Collateral (as defined below);

WHEREAS, the Grantors have requested that the Collateral Agent enter into this Release in order to effectuate, evidence and record the release and reassignment to the Grantors of any and all right, title and interest the Collateral Agent and the Secured Parties may have in the IP Collateral pursuant to the IP Security Agreements.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Collateral Agent hereby states as follows:


1. Release of Security Interest. Collateral Agent, on behalf of itself and the Secured Parties, their successors, legal representatives and assigns, hereby irrevocably and unconditionally terminates the IP Security Agreements and terminates, releases and discharges any and all security interests that it has pursuant to the IP Security Agreements in any and all right, title and interest of the Grantors, and reassigns to the Grantors any and all right, title and interest that it may have, in, to and under the following (collectively, the "IPCollateral"):
  - a. all Patents listed on Schedule A hereto, and all reissues, divisionals, continuations, continuations-in-part, renewals, extensions and reexaminations thereof and amendments thereto;
  - b. all Trademarks listed on Schedule A hereto, together with the goodwill of the business connected with the use thereof and symbolized thereby and all extensions and renewals thereof;
  - c. all Copyrights and Copyright Licenses listed on Schedule A hereto, and all extensions, reversions and renewals thereof;
  - d. all rights of any kind whatsoever of such Grantors accruing under any of the foregoing provided by applicable law of any jurisdiction, by international treaties and conventions and otherwise throughout the world;
  - e. any and all royalties, fees, income, payments, liabilities and other proceeds now or hereafter due or payable with respect to any and all of the foregoing; and
  - f. any and all claims and causes of action with respect to any of the foregoing, whether occurring before, on or after the date hereof, including all rights to and claims for damages, restitution and injunctive and other legal and equitable relief for past, present and future infringement, dilution, misappropriation, violation, misuse, breach or default, with the right but no obligation to sue for such legal and equitable relief and to collect, or otherwise recover, any such damages.

2. Authorization to Record. Collateral Agent authorizes the filing and recordation of this Release at the United State Patent and Trademark Office and any other applicable registry by the Grantors and their legal representatives and/or designees.
3. Full Satisfaction. Collateral Agent hereby acknowledges and agrees that the Grantors have completely and timely satisfied their Obligations in full and confirms that the Grantors shall have no further obligations of any kind under the IP Security Agreements.
4. Further Assurances. Collateral Agent agrees to take all further actions, and provide to the Grantors and their successors, assigns and legal representatives all such cooperation and assistance, including, without limitation, the execution and delivery of any and all further documents or other instruments, as the Grantors and their successors, assigns and legal representatives may reasonably request in order to confirm, effectuate or record this Release.
5. Severability. If any provision of this Release, or the application thereof to any party or any circumstance is held invalid or unenforceable, the remainder of this Release and the application of such provision to any other party and any other circumstances will not be affected thereby, the provisions of this Release being severable in any such instance.
6. Governing Law. This Release and any claim, controversy, dispute or cause of action (whether in contract or tort or otherwise) based upon, arising out of or relating to this Release and the transactions contemplated hereby shall be governed by, and construed in accordance with, the laws of the State of New York, without giving effect to any choice or conflict of law provision or rule (whether of the State of New York or any other jurisdiction).

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Collateral Agent has caused this Release to be duly executed and delivered by its officer thereunto duly authorized as of the date first above written.

BARCLAYS BANK PLC,  
as Collateral Agent

By:   
Name: \_\_\_\_\_  
Title: Marguerite Sutton  
Vice President



SCHEDULE A

**UNITED STATES TRADEMARKS:**

**Licenses:**

License Agreement dated June 1, 1997 between SINT, LLC and Sleepy's, LLC.

**Registrations and Applications:**

<u>Mark</u>	<u>Lean Party</u>	<u>Country</u>	<u>App No.</u>	<u>App Date</u>	<u>Reg. No.</u>	<u>Reg Date</u>
1/3 OF ALL AMERICANS WON'T SLEEP WELL TONIGHT.	SINT, LLC	United States of America	77/759653	6/15/2009	3808343	6/22/2010
1-800-SLEEPY'S	SINT, LLC	United States of America	74/630983	2/7/1995	1946855	1/9/1996
1-800-TRY-A-BED	SINT, LLC	United States of America	74/148447	3/18/1991	1728378	10/27/1992
25 OF YOUR FIRST 75 YEARS ARE SPENT IN BED.	SINT, LLC	United States of America	77/759674	6/15/2009	3812031	6/29/2010
A BETTER TOMORROW STARTS WITH A BETTER NIGHT'S SLEEP.	SINT, LLC	United States of America	77/759601	6/15/2009	3797376	6/1/2010
A BETTER TOMORROW STARTS WITH A GREAT NIGHT'S SLEEP.	SINT, LLC	United States of America	77/759628	6/15/2009	3808340	6/22/2010
A BETTER WAY TO BUY A MATTRESS	SINT, LLC	United States of America	85/044637	5/21/2010	3886435	12/7/2010
A GREAT DAY STARTS WITH A GREAT NIGHT'S SLEEP . . .	SINT, LLC	United States of America	77/759595	6/15/2009	3797375	6/1/2010
A MATTRESS IS THE MOST IMPORTANT PURCHASE OF YOUR LIFETIME.	SINT, LLC	United States of America	77/759667	6/15/2009	3808345	6/22/2010
ALL THINGS SLEEP	SINT, LLC	United States of America	77/927699	2/4/2010	4407308	9/24/2013
BEDDING CENTERS (AND DESIGN)	SINT, LLC	United States of America	73/056058	6/25/1975	1037070	3/30/1976
BETTER BEDDING	SINT, LLC	United States of America	75/252555	3/3/1997	2172551	7/14/1998

<u>Mark</u>	<u>Loan Party</u>	<u>Country</u>	<u>App No.</u>	<u>App Date</u>	<u>Reg. No.</u>	<u>Reg Date</u>
COMFORT THAT LASTS A LIFETIME	SINT, LLC	United States of America	85/980396	1/3/2012	4434029	11/12/2013
COMFORT THAT LASTS A LIFETIME	SINT, LLC	United States of America	86/768371	9/25/2015	N/A	N/A
DEFINE YOUR SLEEP. DEFINE YOURSELF. EXPRESSIONS	SINT, LLC	United States of America	85/098812	8/3/2010	4165118	6/26/2012
DEPARTMENT STORES HATE US, BUT YOU'RE GOING TO LOVE US!	SINT, LLC	United States of America	74/148441	3/18/1991	1689430	5/26/1992
DESIGN YOUR SLEEP* DEFINE YOURSELF EXPRESSIONS (AND DESIGN) (COLOR)	SINT, LLC	United States of America	77/876063	11/19/2009	3851571	9/21/2010
DON'T YOUR GUESTS DESERVE A GREAT NIGHT'S SLEEP	SINT, LLC	United States of America	85/854855	2/20/2013	N/A	N/A
FOR THE REST OF YOUR BED	SINT, LLC	United States of America	85/854858	2/20/2013	N/A	N/A
FOR THE REST OF YOUR LIFE	SINT, LLC	United States of America	75/054017	2/6/1996	2043253	3/11/1997
FOR THE REST OF YOUR NIGHTS	SINT, LLC	United States of America	85/875231	3/13/2013	N/A	N/A
FORGET THE AMATEURS, TRUST THE PROFESSIONALS	SINT, LLC	United States of America	86/460543	11/20/2014	N/A	N/A
GEMMASLEEP + SCIENCE (AND DESIGN)	SINT, LLC	United States of America	85/866997	3/5/2013	N/A	N/A
GOLDEN CAROUSEL	SINT, LLC	United States of America	74/379096	4/15/1993	2012166	10/29/1996
HAVE MORE FUN IN BED	SINT, LLC	United States of America	73/340970	12/10/1981	1225578	1/25/1983
HMK WHOLESALE MATTRESS COMPANY	SINT, LLC	United States of America	85/854861	2/20/2013	N/A	N/A
HONEST ADVICE. LOW PRICE	SINT, LLC	United States of America	75/250871	3/3/1997	2130630	1/20/1998

<u>Mark</u>	<u>Lean Party</u>	<u>Country</u>	<u>App No.</u>	<u>App Date</u>	<u>Reg No.</u>	<u>Reg Date</u>
IT'S ALL ABOUT YOU!	SINT, LLC	United States of America	77/096120	1/31/2007	3414008	4/22/2008
KLEINSLEEP (STYLIZED)	SINT, LLC	United States of America	73/261539	5/12/1980	1186784	1/19/1982
LATECHS LATEX ADVANCED TECHNOLOGY (AND DESIGN)	SINT, LLC	United States of America	85/867421	3/5/2013	N/A	N/A
LET OUR BUYING POWER BE YOUR BUYING POWER	SINT, LLC	United States of America	85/855865	2/21/2013	4407044	9/24/2013
MAKE LAST NIGHT YOUR LAST BAD NIGHT'S SLEEP.	SINT, LLC	United States of America	77/759634	6/15/2009	3808342	6/22/2010
MATTRESS MATCHMAKER	SINT, LLC	United States of America	85/428251	9/21/2011	4189427	8/14/2012
MISCELLANEOUS DESIGN (Man and woman in bed)	SINT, LLC	United States of America	75/260243	3/19/1997	2139067	2/24/1998
OFF-TRACK BEDDING	SINT, LLC	United States of America	73/261616	5/12/1980	1243238	6/21/1983
ORTHOPOSTURE	SINT, LLC	United States of America	73/737633	6/27/1988	1566026	11/14/1989
ORTHO-POSTURE	SINT, LLC	United States of America	74/121897	12/10/1990	1764518	4/13/1993
PE-2000	SINT, LLC	United States of America	75/271853	4/9/1997	2199067	10/20/1998
PUT YOUR MONEY INTO YOUR MATTRESS. NOT UNDER IT.	SINT, LLC	United States of America	77/759761	6/15/2009	3797379	6/1/2010
RENEWABLE ENERGY STARTS WITH A GREAT NIGHT'S SLEEP.	SINT, LLC	United States of America	77/759622	6/15/2009	3808339	6/22/2010
ROCKAWAY BEDDING	SINT, LLC	United States of America	74/148356	3/18/1991	1728376	10/27/1992
ROCKAWAY BEDDING CENTERS (STYLIZED)	SINT, LLC	United States of America	74/150028	3/22/1991	1733754	11/17/1992

<u>Mark</u>	<u>Lean Party</u>	<u>Country</u>	<u>App No.</u>	<u>App Date</u>	<u>Reg. No.</u>	<u>Reg Date</u>
S SLEEPYS TOPPERS COMFORTERS PILLOWS SHEETS ESTABLISHED 1957 COMPLETE BED SET CAMPUS SHOP (AND DESIGN)	SINT, LLC	United States of America	85/026425	4/29/2010	4415129	10/8/2013
SLEEP CONCEPTS	SINT, LLC	United States of America				10/18/2006
SLEEP CONCEPTS	SINT, LLC	United States of America				10/17/2006
SLEEP WELL. DREAM BIG,	SINT, LLC	United States of America	77/759606	6/15/2009	3800956	6/8/2010
SLEEP. IT'S THE NEW ALL-NIGHTER.	SINT, LLC	United States of America	77/759679	6/15/2009	3808346	6/22/2010
SLEEP. YOUR MOST VALUABLE NATURAL RESOURCE	SINT, LLC	United States of America	77/759619	6/15/2009	3797378	6/1/2010
SLEEPY (AND DESIGN)	SINT, LLC	United States of America	73/056057	6/25/1975	1033343	2/10/1976
SLEEPY'S	SINT, LLC	Canada	1637071	7/26/2013	TMA900471	4/8/2015
SLEEPY'S	SINT, LLC	United Arab Emirates	233645	5/21/2015	N/A	N/A
SLEEPY'S	SINT, LLC	United States of America	73/377996	7/30/1982	1265009	1/24/1984
SLEEPY'S (AND DESIGN)	SINT, LLC	United States of America	73/756811	10/11/1988	1547769	7/11/1989
SLEEPY'S (AND DESIGN)	SINT, LLC	United States of America	86/051847	8/29/2013	4546762	6/10/2014
SLEEPY'S (AND DESIGN)	SINT, LLC	United States of America	86/051852	8/29/2013	4542531	6/3/2014
SLEEPY'S BRONZE	SINT, LLC	United States of America	78/074867	6/21/2000	2469626	7/17/2001
SLEEPY'S CRUSHES THE COMPETITION	SINT, LLC	United States of America	74/315695	9/21/1992	1770677	5/11/1993
SLEEPY'S DIRECT	SINT, LLC	United States of America	78/463182	8/6/2004	3237987	5/1/2007

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SLEEPY'S GOLD	SINT, LLC	United States of America	76/073042	6/19/2000	2469616	7/17/2001
SLEEPY'S INCREDIBLE PRICE GUARANTEE	SINT, LLC	United States of America	75/474774	4/27/1998	2322385	2/22/2000
SLEEPY'S PLATINUM	SINT, LLC	United States of America	76/105627	8/9/2000	2800712	12/30/2003
SLEEPY'S SILVER	SINT, LLC	United States of America	76/073041	6/19/2000	2469615	7/17/2001
SLEEPY'S SOLID GOLD	SINT, LLC	United States of America	76/105626	8/9/2000	2800711	12/30/2003
SLEEPY'S THE #1 SLEEP SHOP IN THE COUNTRY	SINT, LLC	United States of America	78/698744	8/23/2005	3363311	1/1/2008
SLEEPY'S THE MATTRESS PROFESSIONALS (AND DESIGN)	SINT, LLC	European Community	012807921	4/22/2014	N/A	N/A
SLEEPY'S THE MATTRESS PROFESSIONALS (AND DESIGN) (COLOR)	SINT, LLC	Canada	1661108	1/24/2014	TMA912077	8/21/2015
SLEEPY'S THE MATTRESS PROFESSIONALS (AND DESIGN) (Color)	SINT, LLC	United States of America	77/760730	6/16/2009	3739598	1/19/2010
SLEEPY'S THE MATTRESS PROFESSIONALS WE'RE WIDE AWAKE TO SAVE YOU MONEY! (AND DESIGN)	SINT, LLC	United States of America	73/377987	7/30/1982	1265008	1/24/1984
SLEEPY'S THE ONLY MATTRESS PROFESSIONALS (AND DESIGN)	SINT, LLC	United Kingdom	3102786	4/7/2015	N/A	N/A
SOUND ADVICE. SOUND INVESTMENT. SOUND ASLEEP.	SINT, LLC	United States of America	77/759612	6/15/2009	3804602	6/15/2010
THE LAST "S" IN SLEEPY'S STANDS FOR SAVINGS	SINT, LLC	United States of America	74/640223	3/1/1995	2265183	7/27/1999

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THE MATTRESS PROFESSIONALS	SINT, LLC	United States of America	73/378002	7/30/1982	1257589	11/15/1983
THE MOST TRUSTED NAME IN MATTRESSES	SINT, LLC	United States of America	78/390693	3/25/2004	2953960	5/17/2005
THE ONLY MATTRESS PROFESSIONALS	SINT, LLC	United States of America	86/524582	2/4/2015	N/A	N/A
THE ONLY SENSIBLE PLACE TO BUY YOUR MATTRESS	SINT, LLC	United States of America	78/390686	3/25/2004	3115008	7/11/2006
THE SLEEP PROFESSIONALS	SINT, LLC	United States of America	77/692891	3/17/2009	3748665	2/16/2010
THERE IS NO SOUNDER INVESTMENT THAN SOUND ASLEEP.	SINT, LLC	United States of America	77/759616	6/15/2009	4029232	9/20/2011
THERE'S NEVER BEEN A BETTER TIME TO GET A GREAT NIGHT'S SLEEP	SINT, LLC	United States of America	77/759608	6/15/2009	3797377	6/1/2010
THIS IS A GREAT NIGHT'S SLEEP.	SINT, LLC	United States of America	77/759571	6/15/2009	3800955	6/8/2010
TRY-A-BED	SINT, LLC	United States of America	74/148357	3/18/1991	1728377	10/27/1992
WE GUARANTEE YOU A GOOD NIGHT'S SLEEP	SINT, LLC	United States of America	75/816992	10/7/1999	2368899	7/18/2000
WE KNOW MATTRESSES INSIDE AND OUT...IT'S ALL WE DO	SINT, LLC	United States of America	86/460547	11/20/2014		
WE PROMISE YOU A GREAT NIGHT'S SLEEP	SINT, LLC	United States of America	85/015551	4/16/2010	3918218	2/8/2011
WE'VE GOT YOUR MATTRESS	SINT, LLC	United States of America	73/752229	9/16/1988	1534859	4/11/1989
WHAT WE KNOW ABOUT MATTRESSES WILL PUT YOU TO SLEEP.	SINT, LLC	United States of America	77/759630	6/15/2009	3808341	6/22/2010

<u>Mark</u>	<u>Loan Party</u>	<u>Country</u>	<u>App No.</u>	<u>App Date</u>	<u>Reg No.</u>	<u>Reg Date</u>
WITH A GREAT NIGHT'S SLEEP, EVERYTHING IS POSSIBLE	SINT, LLC	United States of America	77/759561	6/15/2009	3800954	6/8/2010
YOUR MOST VALUABLE NATURAL RESOURCE.SLEEP.	SINT, LLC	United States of America	77/759661	6/15/2009	3808344	6/22/2010
ZUZU	SINT, LLC	United States of America	86/762783	9/21/2015		
1-800-MATTRESS, AND LEAVE OFF THE LAST S THAT'S THE S FOR SAVINGS	1800Mattress.com IP, LLC	United States of America	74/108279	10/19/1990	1728356	10/27/1992
1-800-MATTRESS	1800Mattress.com IP, LLC	Canada	1195653	11/3/2003	TMA651830	10/28/2005
1800MATTRESS (STYLIZED)	1800Mattress.com IP, LLC	United States of America	76/290744	7/27/2001	2915478	1/4/2005
1-800-MATTRESS.COM	1800Mattress.com IP, LLC	United States of America	77/069615	12/21/2006	3803521	6/15/2010
1800MATTRESS.COM (STYLIZED)	1800Mattress.com IP, LLC	United States of America	77/191658	5/29/2007	3365489	1/5/2008
1-800-SU COLCHON	1800Mattress.com IP, LLC	Mexico	739069	9/12/2005	92300S	2/27/2006
AMERICAN EXCELLENCE	1800Mattress.com IP, LLC	United States of America	77/159601	4/1S/2007	3364797	1/S/2008
DIAL A MATTRESS	1800Mattress.com IP, LLC	European Community	002019370	12/19/2000	002019370	2/21/2003
DIAL A MATTRESS	1800Mattress.com IP, LLC	France	INPI282672	4/25/1991	1657835	4/25/1991
DIAL A MATTRESS	1800Mattress.com IP, LLC	Germany	D49410	5/2/1991	2907856	6/13/1995
DIAL A MATTRESS	1800Mattress.com IP, LLC	Greece	104952	7/10/1991	104952-A	6/17/1994
DIAL A MATTRESS	1800Mattress.com IP, LLC	Italy	BO2011C000605	5/3/1991	1447684	6/14/1994
DIAL A MATTRESS	1800Mattress.com IP, LLC	Spain	M1636685	5/20/1991	1636685	3/2/1993

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DIAL A MATTRESS	1800Mattress.com IP, LLC	United States of America	73/450411	10/31/1983	1339658	6/4/1985
DIAL-A-MATTRESS (AND DESIGN)	1800Mattress.com IP, LLC	United States of America	74/156218	4/11/1991	1748796	1/26/1993
DIAL-A-PEDIC	1800Mattress.com IP, LLC	United States of America	74/396264	6/1/1993	1828682	3/29/1994
LEAVE OFF THE LAST "S" FOR SAVINGS	1800Mattress.com IP, LLC	United States of America	76/290769	7/27/2001	2581984	6/18/2002
LEAVE OFF THE LAST "S" FOR SAVINGS!	1800Mattress.com IP, LLC	United States of America	85/764561	10/26/2012	4360702	7/2/2013
MISCELLANEOUS DESIGN (Mattress)	1800Mattress.com IP, LLC	United States of America	75/618050	1/11/1999	2374536	8/8/2000
PHONE-A-MATTRESS	1800Mattress.com IP, LLC	United States of America	74/112084	11/5/1990	1757763	3/9/1993
SLEEP HAPPILY EVER AFTER	1800Mattress.com IP, LLC	United States of America	78/512825	11/8/2004	3037957	1/3/2006
THE BEDDING CONSULTANTS	1800Mattress.com IP, LLC	United States of America	74/108222	10/19/1990	1697217	6/23/1992
1 (800) BUY-A-BED	Mattress Discounters IP LLC	United States of America	74/736160	9/29/1995	2000477	9/10/1996
COMFORT SOURCE	Mattress Discounters IP LLC	United States of America	73/548349	7/16/1985	1395720	6/3/1986
COMFORTSOURCE	Mattress Discounters IP LLC	United States of America	73/478996	5/7/1984	1321423	2/19/1985
DISCOVER YOUR COMFORT	Mattress Discounters IP LLC	United States of America	78/143783	7/15/2002	2776934	10/21/2003
HAVE A GOOD NIGHT'S SLEEP ON US	Mattress Discounters IP LLC	United States of America	86/051284	8/29/2013	4521239	4/29/2014
HAVE A GOOD NIGHT'S SLEEP ON US	Mattress Discounters IP LLC	United States of America	74/154403	4/5/1991	1676268	2/18/1992






<u>Mark</u>	<u>Loan Party</u>	<u>Country</u>	<u>App No.</u>	<u>App Date</u>	<u>Reg No.</u>	<u>Reg Date</u>
IF YOU BUY YOUR MATTRESS ANYWHERE ELSE, YOU WILL PAY TOO MUCH!	Mattress Discounters IP LLC	United States of America	85/399874	8/17/2011	4159192	6/12/2012
MATRIARCH	Mattress Discounters IP LLC	United States of America	75/232649	1/28/1997	2142390	3/10/1998
MATTRESS DISCOUNTERS	Mattress Discounters IP LLC	United States of America	85/901496	4/11/2013	4477225	2/4/2014
MATTRESS DISCOUNTERS	Mattress Discounters IP LLC	United States of America	73/794277	4/19/1989	1661181	10/15/1991
MATTRESS DISCOUNTERS (AND DESIGN) (DYNAMIC WAVE)	Mattress Discounters IP LLC	United States of America	76/383196	3/18/2002	2825900	3/23/2004
MATTRESS DISCOUNTERS HAVE A GOOD NIGHT'S SLEEP ON US (AND DESIGN)	Mattress Discounters IP LLC	United States of America	78/144837	7/17/2002	2834292	4/20/2004
MATTRESS DISCOUNTERS HAVE A GOOD NIGHT'S SLEEP ON US. (AND DESIGN)	Mattress Discounters IP LLC	United States of America	76/335760	11/8/2001	2758092	9/2/2003
MATTRESS DISCOUNTERS HAVE A GOOD NIGHT'S SLEEP ON US. (AND DESIGN)(SLEEPING MAN)	Mattress Discounters IP LLC	United States of America	73/508616	11/13/1984	1382786	2/11/1986
MATTRESS KING	Mattress Discounters IP LLC	United States of America	86/059386	9/9/2013	4521279	4/29/2014
MATTRESS KING (AND DESIGN)	Mattress Discounters IP LLC	United States of America	77/005239	9/22/2006	3371327	1/22/2008
MISCELLANEOUS DESIGN (MATTRESS DISCOUNTERS DYNAMIC WAVE)	Mattress Discounters IP LLC	United States of America	76/383197	3/18/2002	2782841	11/11/2003

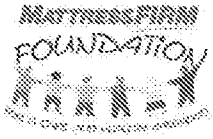
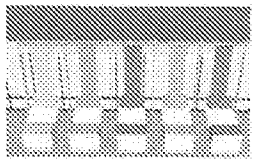
<u>Mark</u>	<u>Legal Party</u>	<u>Country</u>	<u>App No.</u>	<u>App Date</u>	<u>Reg No.</u>	<u>Reg Date</u>
SENSI-FLEX	Mattress Discounters IP LLC	United States of America	77/862497	11/2/2009	4091461	1/24/2012
SENSORY MARK (HAVE A GOOD NIGHT'S SLEEP ON US, MATTRESS DISCOUNTERS JINGLE)	Mattress Discounters IP LLC	United States of America	74/219263	11/6/1991	1754344	2/23/1993
SLEEP COUNSELOR	Mattress Discounters IP LLC	United States of America	85/829171	1/22/2013	N/A	N/A
THE DIFFERENCE IS THE DISCOUNT	Mattress Discounters IP LLC	United States of America	85/305960	4/27/2011	4063239	11/29/2011
DIAL A MATTRESS	1800Mattress.com IP, LLC	Canada	655928	4/19/1990	TMA408285	2/19/1993
DIAL A MATTRESS (AND DESIGN)	1800Mattress.com IP, LLC	Canada	696652	11/18/1991	TMA426433	4/22/1994
CHANCELLOR	Mattress Discounters IP LLC	United States of America	75/232650	1/28/1997	2142391	3/10/1998
CHIRO-PROTECTOR (AND DESIGN)	Mattress Discounters IP LLC	United States of America	74/461160	11/22/1993	1912547	8/15/1995
GRAND DUKE	Mattress Discounters IP LLC	United States of America	75/232646	1/28/1997	2138649	2/24/1998
ROYAL COMFORT COLLECTION	Mattress Discounters IP LLC	United States of America	75/232626	1/28/1997	2202064	11/3/1998
ROYAL LADY	Mattress Discounters IP LLC	United States of America	75/232628	1/28/1997	2142389	3/10/1998
SQUIRE	Mattress Discounters IP LLC	United States of America	75/232625	1/28/1997	2137091	2/17/1998

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

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TRADEMARK  
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		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) <b>MattressPro</b> <small>AMERICA'S LEADING MATTRESS DISCOUNTER</small>
Mattress Firm, Inc.	3,075,096	MATTRESSPRO (and design) <b>MattressPro</b> <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		MATTRESS DISCOUNTERS
ST San Diego, LLC		MATTRESS DISCOUNTERS
ST San Diego, LLC		MATTRESS DISCOUNTERS
ST San Diego, LLC		MATTRESS DISCOUNTERS & tag design
ST San Diego, LLC		MATTRESS DISCOUNTERS & tag design
ST San Diego, LLC		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

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**TRADEMARK**  
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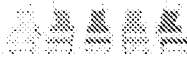
		PARENT, BUT ANYONE CAN HELP A FOSTER CHILD.
Sleep Country USA, LLC	3,158,196	NOT EVERYONE CAN BE A FOSTER PARENT, BUT ANYONE CAN HELP A FOSTER CHILD.
Sleep Country USA, LLC	3,158,197	NOT EVERYONE CAN BE A FOSTER PARENT, BUT ANYONE CAN HELP A FOSTER CHILD.
Sleep Country USA, LLC	4,244,767	PAJAMA BOWL
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.	i	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

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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:

OWNER	APPLICATION NUMBER	TRADEMARK
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  <small>by Mattress Firm</small>
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	SLEEP PRO

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

**SCHEDULE A**

**Copyrights**

**UNITED STATES COPYRIGHTS**

**Registrations:**

<u>Title</u>	<u>Loan Party</u>	<u>Country</u>	<u>App Date</u>	<u>Reg No.</u>	<u>Reg Date</u>
COPYRIGHT: DIAL-A-MATTRESS ADMINISTRATION MANUAL	1800Mattress.com IP, LLC	United States of America	8/6/1991	TXU000491925	8/6/1991
COPYRIGHT: DIAL-A-MATTRESS CUSTOMER SERVICE MANUAL	1800Mattress.com IP, LLC	United States of America	8/6/1991	TXU000491927	8/6/1991
COPYRIGHT: DIAL-A-MATTRESS DRIVER'S MANUAL	1800Mattress.com IP, LLC	United States of America	8/6/1991	TXU000491924	8/6/1991
COPYRIGHT: DIAL-A-MATTRESS OPERATIONS MANUAL	1800Mattress.com IP, LLC	United States of America	8/6/1991	TXU000491928	8/6/1991
COPYRIGHT: DIAL-A-MATTRESS SALES MANUAL	1800Mattress.com IP, LLC	United States of America	8/6/1991	TXU000491926	8/6/1991
SLEEPY'S: FOR A LIFETIME	SINT, LLC	United States of America	12/19/2011	PA0001781698	03/19/2012
SLEEPY'S: FOR A LIFETIME	SINT, LLC	United States of America	12/19/2011	PA0001781705	03/19/2012
SLEEPY'S: FOR A LIFETIME	SINT, LLC	United States of America	12/19/2011	PA0001781757	03/19/2012

**Applications:**

None.

**Licenses:**

None

**OTHER COPYRIGHTS**

**Registrations:**

None.

**Applications:**

None.

**Licenses:**

None.

SCHEDULE A

**UNITED STATES COPYRIGHTS**

**Registrations:**

<u>OWNER</u>	<u>TITLE</u>	<u>REGISTRATION NUMBER</u>
The Sleep Train, Inc.	WinSTIS	TX0007121883

**Applications:**

None.

**Licenses:**

None



SCHEDULE A

**UNITED STATES PATENTS:**

**Registrations:**

None

**Applications:**

<u>OWNER</u>	<u>APPLICATION NUMBER</u>	<u>DESCRIPTION</u>
Mattress Firm, Inc.	61/978,659	Heating and Cooling Sleeping System
Mattress Firm, Inc.	61/982,683	Heating and Cooling Sleeping System with Shroud

**Licenses:**

None

**SCHEDULE B**

MATTRESS FIRM, INC.  
SLEEPY'S LLC  
THE SLEEP TRAIN, INC.  
NE MATTRESS PEOPLE, LLC  
ST SAN DIEGO, LLC  
SLEEP COUNTRY USA, LLC  
SLEEP EXPERTS PARTNERS, L.P.  
MATTRESS DISCOUNTERS IP LLC  
SINT, LLC  
1800MATTRESS.COM IP, LLC

## **EXHIBIT A**

1. Trademark Security Agreement, dated October 20, 2014, by Mattress Firm, Inc., NE Mattress People, LLC, The Sleep Train, Inc., ST San Diego, LLC, Sleep Country USA, LLC and Sleep Experts Partners, L.P. in favor of Barclays Bank PLC, as collateral agent for the Secured Parties.
2. Patent Security Agreement, dated October 20, 2014, by Mattress Firm, Inc. in favor of Barclays Bank PLC, as collateral agent for the Secured Parties
3. Copyright Security Agreement, dated October 20, 2014, by The Sleep Train, Inc. in favor of Barclays Bank PLC, as collateral agent for the Secured Parties
4. Trademark Security Agreement, dated February 5, 2016, by Sleepy's, LLC, Mattress Discounters IP, LLC, SINT, LLC and 1800Mattress.com IP, LLC in favor of Barclays Bank PLC, as collateral agent for the Secured Parties
5. Copyright Security Agreement, dated February 5, 2016, by SINT, LLC and 1800Mattress.com IP, LLC in favor of Barclays Bank PLC, as collateral agent for the Secured Parties

**Annex C**

**Trademark Security Agreement  
dated October 20, 2014**

## 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 Term Loan 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 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.

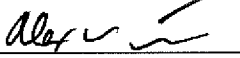
By:   
Name: Alex Weiss  
Title: Executive Vice President and Chief  
Financial Officer

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

{Signature Page to Patent Security Agreement (Term)}




**TRADEMARK**  
**REEL: 006292 FRAME: 0089**

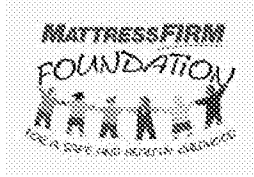
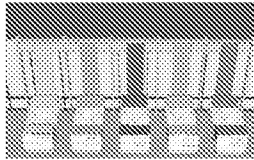




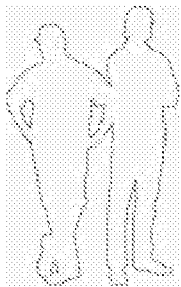
SCHEDULE A




**UNITED STATES TRADEMARKS:**



**Registrations:**

<u>OWNER</u>	<u>REGISTRATION NUMBER</u>	<u>TRADEMARK</u>
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) 
Mattress Firm, Inc.	3,075,096	MATTRESSPRO (and design) 
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	SLEEP PRO

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

**Annex D**

**Trademark Security Agreement  
dated February 5, 2016**

## 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 February 5, 2016, 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 Term Loan 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 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]



BARCLAYS BANK PLC, as Collateral Agent and  
Grantee

By: *Regina Tarone*  
Name: *Regina Tarone*  
Title: *Managing Director*

[Project Royal --- Signature Page to Trademark Security Agreement]

**TRADEMARK**  
**REEL: 006292 FRAME: 0905**



**SCHEDULE A**

**UNITED STATES TRADEMARKS:**

**Licenses:**

License Agreement dated June 1, 1997 between SINT, LLC and Sleepy's, LLC.

**Registrations and Applications:**

<u>Mark</u>	<u>Loan Party</u>	<u>Country</u>	<u>App No.</u>	<u>App Date</u>	<u>Reg No.</u>	<u>Reg Date</u>
1/3 OF ALL AMERICANS WON'T SLEEP WELL TONIGHT.	SINT, LLC	United States of America	77/759653	6/15/2009	3808343	6/22/2010
1-800-SLEEPY'S	SINT, LLC	United States of America	74/630983	2/7/1995	1946855	1/9/1996
1-800-TRY-A-BED	SINT, LLC	United States of America	74/148447	3/18/1991	1728378	10/27/1992
25 OF YOUR FIRST 75 YEARS ARE SPENT IN BED.	SINT, LLC	United States of America	77/759674	6/15/2009	3812031	6/29/2010
A BETTER TOMORROW STARTS WITH A BETTER NIGHT'S SLEEP.	SINT, LLC	United States of America	77/759601	6/15/2009	3797376	6/1/2010
A BETTER TOMORROW STARTS WITH A GREAT NIGHT'S SLEEP.	SINT, LLC	United States of America	77/759628	6/15/2009	3808340	6/22/2010
A BETTER WAY TO BUY A MATTRESS	SINT, LLC	United States of America	85/044637	5/21/2010	3886435	12/7/2010
A GREAT DAY STARTS WITH A GREAT NIGHT'S SLEEP . . .	SINT, LLC	United States of America	77/759595	6/15/2009	3797375	6/1/2010
A MATTRESS IS THE MOST IMPORTANT PURCHASE OF YOUR LIFETIME.	SINT, LLC	United States of America	77/759667	6/15/2009	3808345	6/22/2010
ALL THINGS SLEEP	SINT, LLC	United States of America	77/927699	2/4/2010	4407308	9/24/2013
BEDDING CENTERS (AND DESIGN)	SINT, LLC	United States of America	73/056058	6/25/1975	1037070	3/30/1976
BETTER BEDDING	SINT, LLC	United States of America	75/252555	3/3/1997	2172551	7/14/1998

<u>Mark</u>	<u>Loan Party</u>	<u>Country</u>	<u>App No.</u>	<u>App Date</u>	<u>Reg No.</u>	<u>Reg Date</u>
COMFORT THAT LASTS A LIFETIME	SINT, LLC	United States of America	85/980396	1/3/2012	4434029	11/12/2013
COMFORT THAT LASTS A LIFETIME	SINT, LLC	United States of America	86/768371	9/25/2015	N/A	N/A
DEFINE YOUR SLEEP. DEFINE YOURSELF. EXPRESSIONS	SINT, LLC	United States of America	85/098812	8/3/2010	4165118	6/26/2012
DEPARTMENT STORES HATE US, BUT YOU'RE GOING TO LOVE US!	SINT, LLC	United States of America	74/148441	3/18/1991	1689430	5/26/1992
DESIGN YOUR SLEEP* DEFINE YOURSELF EXPRESSIONS (AND DESIGN) (COLOR)	SINT, LLC	United States of America	77/876063	11/19/2009	3851571	9/21/2010
DON'T YOUR GUESTS DESERVE A GREAT NIGHT'S SLEEP	SINT, LLC	United States of America	85/854855	2/20/2013	N/A	N/A
FOR THE REST OF YOUR BED	SINT, LLC	United States of America	85/854858	2/20/2013	N/A	N/A
FOR THE REST OF YOUR LIFE	SINT, LLC	United States of America	75/054017	2/6/1996	2043253	3/11/1997
FOR THE REST OF YOUR NIGHTS	SINT, LLC	United States of America	85/875231	3/13/2013	N/A	N/A
FORGET THE AMATEURS, TRUST THE PROFESSIONALS	SINT, LLC	United States of America	86/460543	11/20/2014	N/A	N/A
GEMMASLEEP + SCIENCE (AND DESIGN)	SINT, LLC	United States of America	85/866997	3/5/2013	N/A	N/A
GOLDEN CAROUSEL	SINT, LLC	United States of America	74/379096	4/15/1993	2012166	10/29/1996
HAVE MORE FUN IN BED	SINT, LLC	United States of America	73/340970	12/10/1981	1225578	1/25/1983
HMK WHOLESALE MATTRESS COMPANY	SINT, LLC	United States of America	85/854861	2/20/2013	N/A	N/A
HONEST ADVICE. LOW PRICE	SINT, LLC	United States of America	75/250871	3/3/1997	2130630	1/20/1998

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IT'S ALL ABOUT YOU!	SINT, LLC	United States of America	77/096120	1/31/2007	3414008	4/22/2008
KLEINSLEEP (STYLIZED)	SINT, LLC	United States of America	73/261539	5/12/1980	1186784	1/19/1982
LATECHS LATEX ADVANCED TECHNOLOGY (AND DESIGN)	SINT, LLC	United States of America	85/867421	3/5/2013	N/A	N/A
LET OUR BUYING POWER BE YOUR BUYING POWER	SINT, LLC	United States of America	85/855865	2/21/2013	4407044	9/24/2013
MAKE LAST NIGHT YOUR LAST BAD NIGHT'S SLEEP.	SINT, LLC	United States of America	77/759634	6/15/2009	3808342	6/22/2010
MATTRESS MATCHMAKER	SINT, LLC	United States of America	85/428251	9/21/2011	4189427	8/14/2012
MISCELLANEOUS DESIGN (Man and woman in bed)	SINT, LLC	United States of America	75/260243	3/19/1997	2139067	2/24/1998
OFF-TRACK BEDDING	SINT, LLC	United States of America	73/261616	5/12/1980	1243238	6/21/1983
ORTHOPOSTURE	SINT, LLC	United States of America	73/737633	6/27/1988	1566026	11/14/1989
ORTHO-POSTURE	SINT, LLC	United States of America	74/121897	12/10/1990	1764518	4/13/1993
PE-2000	SINT, LLC	United States of America	75/271853	4/9/1997	2199067	10/20/1998
PUT YOUR MONEY INTO YOUR MATTRESS. NOT UNDER IT.	SINT, LLC	United States of America	77/759761	6/15/2009	3797379	6/1/2010
RENEWABLE ENERGY STARTS WITH A GREAT NIGHT'S SLEEP.	SINT, LLC	United States of America	77/759622	6/15/2009	3808339	6/22/2010
ROCKAWAY BEDDING	SINT, LLC	United States of America	74/148356	3/18/1991	1728376	10/27/1992
ROCKAWAY BEDDING CENTERS (STYLIZED)	SINT, LLC	United States of America	74/150028	3/22/1991	1733754	11/17/1992

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S SLEEPYS TOPPERS COMFORTERS PILLOWS SHEETS ESTABLISHED 1957 COMPLETE BED SET CAMPUS SHOP (AND DESIGN)	SINT, LLC	United States of America	85/026425	4/29/2010	4415129	10/8/2013
SLEEP CONCEPTS	SINT, LLC	United States of America			67636	10/18/2006
SLEEP CONCEPTS	SINT, LLC	United States of America			200610002	10/17/2006
SLEEP WELL. DREAM BIG.	SINT, LLC	United States of America	77/759606	6/15/2009	3800956	6/8/2010
SLEEP. IT'S THE NEW ALL-NIGHTER.	SINT, LLC	United States of America	77/759679	6/15/2009	3808346	6/22/2010
SLEEP. YOUR MOST VALUABLE NATURAL RESOURCE	SINT, LLC	United States of America	77/759619	6/15/2009	3797378	6/1/2010
SLEEPY (AND DESIGN)	SINT, LLC	United States of America	73/056057	6/25/1975	1033343	2/10/1976
SLEEPY'S	SINT, LLC	Canada	1637071	7/26/2013	TMA900471	4/8/2015
SLEEPY'S	SINT, LLC	United Arab Emirates	233645	5/21/2015	N/A	N/A
SLEEPY'S	SINT, LLC	United States of America	73/377996	7/30/1982	1265009	1/24/1984
SLEEPY'S (AND DESIGN)	SINT, LLC	United States of America	73/756811	10/11/1988	1547769	7/11/1989
SLEEPY'S (AND DESIGN)	SINT, LLC	United States of America	86/051847	8/29/2013	4546762	6/10/2014
SLEEPY'S (AND DESIGN)	SINT, LLC	United States of America	86/051852	8/29/2013	4542531	6/3/2014
SLEEPY'S BRONZE	SINT, LLC	United States of America	76/074867	6/21/2000	2469626	7/17/2001
SLEEPY'S CRUSHES THE COMPETITION	SINT, LLC	United States of America	74/315695	9/21/1992	1770677	5/11/1993
SLEEPY'S DIRECT	SINT, LLC	United States of America	78/463182	8/6/2004	3237987	5/1/2007

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SLEEPY'S GOLD	SINT, LLC	United States of America	76/073042	6/19/2000	2469616	7/17/2001
SLEEPY'S INCREDIBLE PRICE GUARANTEE	SINT, LLC	United States of America	75/474774	4/27/1998	2322385	2/22/2000
SLEEPY'S PLATINUM	SINT, LLC	United States of America	76/105627	8/9/2000	2800712	12/30/2003
SLEEPY'S SILVER	SINT, LLC	United States of America	76/073041	6/19/2000	2469615	7/17/2001
SLEEPY'S SOLID GOLD	SINT, LLC	United States of America	76/105626	8/9/2000	2800711	12/30/2003
SLEEPY'S THE #1 SLEEP SHOP IN THE COUNTRY	SINT, LLC	United States of America	78/698744	8/23/2005	3363311	1/1/2008
SLEEPYS THE MATTRESS PROFESSIONALS (AND DESIGN)	SINT, LLC	European Community	012807921	4/22/2014	N/A	N/A
SLEEPY'S THE MATTRESS PROFESSIONALS (AND DESIGN) (COLOR)	SINT, LLC	Canada	1661108	1/24/2014	TMA912077	8/21/2015
SLEEPY'S THE MATTRESS PROFESSIONALS (AND DESIGN) (Color)	SINT, LLC	United States of America	77/760730	6/16/2009	3739598	1/19/2010
SLEEPY'S THE MATTRESS PROFESSIONALS WE'RE WIDE AWAKE TO SAVE YOU MONEY! (AND DESIGN)	SINT, LLC	United States of America	73/377987	7/30/1982	1265008	1/24/1984
SLEEPY'S THE ONLY MATTRESS PROFESSIONALS (AND DESIGN)	SINT, LLC	United Kingdom	3102786	4/7/2015	N/A	N/A
SOUND ADVICE. SOUND INVESTMENT. SOUND ASLEEP.	SINT, LLC	United States of America	77/759612	6/15/2009	3804602	6/15/2010
THE LAST "S" IN SLEEPY'S STANDS FOR SAVINGS	SINT, LLC	United States of America	74/640223	3/1/1995	2265183	7/27/1999

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THE MATTRESS PROFESSIONALS	SINT, LLC	United States of America	73/378002	7/30/1982	1257589	11/15/1983
THE MOST TRUSTED NAME IN MATTRESSES	SINT, LLC	United States of America	78/390693	3/25/2004	2953960	5/17/2005
THE ONLY MATTRESS PROFESSIONALS	SINT, LLC	United States of America	86/524582	2/4/2015	N/A	N/A
THE ONLY SENSIBLE PLACE TO BUY YOUR MATTRESS	SINT, LLC	United States of America	78/390686	3/25/2004	3115008	7/11/2006
THE SLEEP PROFESSIONALS	SINT, LLC	United States of America	77/692891	3/17/2009	3748665	2/16/2010
THERE IS NO SOUNDER INVESTMENT THAN SOUND ASLEEP.	SINT, LLC	United States of America	77/759616	6/15/2009	4029232	9/20/2011
THERE'S NEVER BEEN A BETTER TIME TO GET A GREAT NIGHT'S SLEEP	SINT, LLC	United States of America	77/759608	6/15/2009	3797377	6/1/2010
THIS IS A GREAT NIGHT'S SLEEP.	SINT, LLC	United States of America	77/759571	6/15/2009	3800955	6/8/2010
TRY-A-BED	SINT, LLC	United States of America	74/148357	3/18/1991	1728377	10/27/1992
WE GUARANTEE YOU A GOOD NIGHT'S SLEEP	SINT, LLC	United States of America	75/816992	10/7/1999	2368899	7/18/2000
WE KNOW MATTRESSES INSIDE AND OUT...IT'S ALL WE DO	SINT, LLC	United States of America	86/460547	11/20/2014		
WE PROMISE YOU A GREAT NIGHT'S SLEEP	SINT, LLC	United States of America	85/015551	4/16/2010	3918218	2/8/2011
WE'VE GOT YOUR MATTRESS	SINT, LLC	United States of America	73/752229	9/16/1988	1534859	4/11/1989
WHAT WE KNOW ABOUT MATTRESSES WILL PUT YOU TO SLEEP.	SINT, LLC	United States of America	77/759630	6/15/2009	3808341	6/22/2010

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WITH A GREAT NIGHT'S SLEEP, EVERYTHING IS POSSIBLE	SINT, LLC	United States of America	77/759561	6/15/2009	3800954	6/8/2010
YOUR MOST VALUABLE NATURAL RESOURCE.SLEEP.	SINT, LLC	United States of America	77/759661	6/15/2009	3808344	6/22/2010
ZUZU	SINT, LLC	United States of America	86/762783	9/21/2015		
1-800-MATTRES, AND LEAVE OFF THE LAST S THAT'S THE S FOR SAVINGS	1800Mattress.com IP, LLC	United States of America	74/108279	10/19/1990	1728356	10/27/1992
1-800-MATTRESS	1800Mattress.com IP, LLC	Canada	1195653	11/3/2003	TMA651830	10/28/2005
1800MATTRESS (STYLIZED)	1800Mattress.com IP, LLC	United States of America	76/290744	7/27/2001	2915478	1/4/2005
1-800-MATTRESS.COM	1800Mattress.com IP, LLC	United States of America	77/069615	12/21/2006	3803521	6/15/2010
1800MATTRESS.COM (STYLIZED)	1800Mattress.com IP, LLC	United States of America	77/191658	5/29/2007	33654S9	1/S/200S
1-800-SU COLCHON	1800Mattress.com IP, LLC	Mexico	739069	9/12/2005	92200S	2/27/2006
AMERICAN EXCELLENCE	1800Mattress.com IP, LLC	United States of America	77/159601	4/1S/2007	3364797	1/S/200S
DIAL A MATTRESS	1800Mattress.com IP, LLC	European Community	002019370	12/19/2000	002019370	2/21/2003
DIAL A MATTRESS	1800Mattress.com IP, LLC	France	INPI282672	4/25/1991	1657835	4/25/1991
DIAL A MATTRESS	1800Mattress.com IP, LLC	Germany	D49410	5/2/1991	2907856	6/13/1995
DIAL A MATTRESS	1800Mattress.com IP, LLC	Greece	104952	7/10/1991	104952-A	6/17/1994
DIAL A MATTRESS	1800Mattress.com IP, LLC	Italy	BO2011C000605	5/3/1991	1447684	6/14/1994
DIAL A MATTRESS	1800Mattress.com IP, LLC	Spain	M1636685	5/20/1991	1636685	3/2/1993

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DIAL A MATTRESS	1800Mattress.com IP, LLC	United States of America	73/450411	10/31/1983	1339658	6/4/1985
DIAL-A-MATTRESS (AND DESIGN)	1800Mattress.com IP, LLC	United States of America	74/156218	4/11/1991	1748796	1/26/1993
DIAL-A-PEDIC	1800Mattress.com IP, LLC	United States of America	74/396264	6/1/1993	1828682	3/29/1994
LEAVE OFF THE LAST "S" FOR SAVINGS	1800Mattress.com IP, LLC	United States of America	76/290769	7/27/2001	2581984	6/18/2002
LEAVE OFF THE LAST "S" FOR SAVINGS!	1800Mattress.com IP, LLC	United States of America	85/764561	10/26/2012	4360702	7/2/2013
MISCELLANEOUS DESIGN (Mattress)	1800Mattress.com IP, LLC	United States of America	75/618050	1/11/1999	2374536	8/8/2000
PHONE-A-MATTRESS	1800Mattress.com IP, LLC	United States of America	74/112084	11/5/1990	1757763	3/9/1993
SLEEP HAPPILY EVER AFTER	1800Mattress.com IP, LLC	United States of America	78/512825	11/8/2004	3037957	1/3/2006
THE BEDDING CONSULTANTS	1800Mattress.com IP, LLC	United States of America	74/108222	10/19/1990	1697217	6/23/1992
1 (800) BUY-A-BED	Mattress Discounters IP LLC	United States of America	74/736160	9/29/1995	2000477	9/10/1996
COMFORT SOURCE	Mattress Discounters IP LLC	United States of America	73/548349	7/16/1985	1395720	6/3/1986
COMFORTSOURCE	Mattress Discounters IP LLC	United States of America	73/478996	5/7/1984	1321423	2/19/1985
DISCOVER YOUR COMFORT	Mattress Discounters IP LLC	United States of America	78/143783	7/15/2002	2776934	10/21/2003
HAVE A GOOD NIGHT'S SLEEP ON US	Mattress Discounters IP LLC	United States of America	86/051284	8/29/2013	4521239	4/29/2014
HAVE A GOOD NIGHT'S SLEEP ON US	Mattress Discounters IP LLC	United States of America	74/154403	4/5/1991	1676268	2/18/1992



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IF YOU BUY YOUR MATTRESS ANYWHERE ELSE, YOU WILL PAY TOO MUCH!	Mattress Discounters IP LLC	United States of America	85/399874	8/17/2011	4159192	6/12/2012
MATRIARCH	Mattress Discounters IP LLC	United States of America	75/232649	1/28/1997	2142390	3/10/1998
MATTRESS DISCOUNTERS	Mattress Discounters IP LLC	United States of America	85/901496	4/11/2013	4477225	2/4/2014
MATTRESS DISCOUNTERS	Mattress Discounters IP LLC	United States of America	73/794277	4/19/1989	1661181	10/15/1991
MATTRESS DISCOUNTERS (AND DESIGN) (DYNAMIC WAVE)	Mattress Discounters IP LLC	United States of America	76/383196	3/18/2002	2825900	3/23/2004
MATTRESS DISCOUNTERS HAVE A GOOD NIGHT'S SLEEP ON US (AND DESIGN)	Mattress Discounters IP LLC	United States of America	78/144837	7/17/2002	2834292	4/20/2004
MATTRESS DISCOUNTERS HAVE A GOOD NIGHT'S SLEEP ON US. (AND DESIGN)	Mattress Discounters IP LLC	United States of America	76/335760	11/8/2001	2758092	9/2/2003
MATTRESS DISCOUNTERS HAVE A GOOD NIGHT'S SLEEP ON US. (AND DESIGN)(SLEEPING MAN)	Mattress Discounters IP LLC	United States of America	73/508616	11/13/1984	1382786	2/11/1986
MATTRESS KING	Mattress Discounters IP LLC	United States of America	86/059386	9/9/2013	4521279	4/29/2014
MATTRESS KING (AND DESIGN)	Mattress Discounters IP LLC	United States of America	77/005239	9/22/2006	3371327	1/22/2008
MISCELLANEOUS DESIGN (MATTRESS DISCOUNTERS DYNAMIC WAVE)	Mattress Discounters IP LLC	United States of America	76/383197	3/18/2002	2782841	11/11/2003

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SENSI-FLEX	Mattress Discounters IP LLC	United States of America	77/862497	11/2/2009	4091461	1/24/2012
SENSORY MARK (HAVE A GOOD NIGHT'S SLEEP ON US, MATTRESS DISCOUNTERS JINGLE)	Mattress Discounters IP LLC	United States of America	74/219263	11/6/1991	1754344	2/23/1993
SLEEP COUNSELOR	Mattress Discounters IP LLC	United States of America	85/829171	1/22/2013	N/A	N/A
THE DIFFERENCE IS THE DISCOUNT	Mattress Discounters IP LLC	United States of America	85/305960	4/27/2011	4063239	11/29/2011
DIAL A MATTRESS	1800Mattress.com IP, LLC	Canada	655928	4/19/1990	TMA408285	2/19/1993
DIAL A MATTRESS (AND DESIGN)	1800Mattress.com IP, LLC	Canada	696652	11/18/1991	TMA426433	4/22/1994
CHANCELLOR	Mattress Discounters IP LLC	United States of America	75/232650	1/28/1997	2142391	3/10/1998
CHIRO-PROTECTOR (AND DESIGN)	Mattress Discounters IP LLC	United States of America	74/461160	11/22/1993	1912547	8/15/1995
GRAND DUKE	Mattress Discounters IP LLC	United States of America	75/232646	1/28/1997	2138649	2/24/1998
ROYAL COMFORT COLLECTION	Mattress Discounters IP LLC	United States of America	75/232626	1/28/1997	2202064	11/3/1998
ROYAL LADY	Mattress Discounters IP LLC	United States of America	75/232628	1/28/1997	2142389	3/10/1998
SQUIRE	Mattress Discounters IP LLC	United States of America	75/232625	1/28/1997	2137091	2/17/1998