03-24-2003

Form PTO-1594 3-20-03 R.
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

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TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
U.S. Bank National Association

[ ] Individual(s) [X] Association
[ ] General Partnership [ ] Limited Partnership
[ ] Corporation-State
[ ] Other: A

Additional name(s) of conveying party(ies) attached? [ ] Yes [X] No

2. Name and address of receiving party(ies):
Name: Sleep Country USA, Inc.
Internal Address:
Street Address: 7029 South 229th Street

City: Kent
State: Washington Zip: 98032
[ ] Individual(s) citizenship:
[ ] Association:
[ ] General Partnership:
[ ] Limited Partnership:
[X] Corporation-State: Delaware
[ ] Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: (Designations must be a separate document from assignment) [ ] Yes [ ] No

Additional name(s) & address(es) attached? [ ] Yes [X] No

3. Nature of Conveyance:
[ ] Assignment [ ] Merger
[ ] Security Agreement [ ] Change of Name
[X] Other: Release and Reassignment of Interest in Collateral

Execution Date: March 6, 2003

4. Application Number(s) or Registration Number(s):

A. Trademark Application No.(s):
75/907,010
75/919,639

B. Trademark Registration No.(s):
1,785,946
1,844,912

Additional numbers attached? [ ] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Erin A. Dugan
Internal Address: Atty. Dkt.: SMCY-034
Street Address: One International Place
City: Boston State: MA Zip: 02110-2624

6. Total Number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41) $ 115.00
[ ] Enclosed
[X] Authorized to be charged to Deposit Account
[ ] Authorized to be charged to credit card (Form 2038 enclosed)

8. Deposit account number: 18-1945
(Attach duplicate copy of this page if paying by deposit account)

FINANCE SECTION 2003 MAR 20 AM 11:50

RECEIVED PUBLIC RECORDS

DO NOT USE THIS SPACE

9. Statement and signature:
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Vivian E. Lee — Name of Person Signing
Vivian Lee — Signature
March 13, 2003 — Date

Total number of pages including cover sheet, attachments, and document: 5

03/21/2003 LMUELLER 00000095 181945 75907010
01 FC:8521 40.00 CH
02 FC:8522 75.00 CH

9114574_1

RELEASE AND REASSIGNMENT OF INTEREST IN COLLATERAL

Reference is hereby made to that certain Collateral Assignment of Trademarks, dated September 29, 2000, between Sleep Country USA, Inc., a Delaware Corporation (the "Company"), and U.S. Bank National Association, (the "Bank"), which was recorded in the United States Patent and Trademark Office (the "USPTO") on October 23, 2000 at Reel 002167, Frame 0651 (the "Agreement"), such Collateral Agreement having been executed pursuant to a certain Security Agreement, dated as of September 29, 2000 by and between the Company and the Bank (the "Security Agreement").

WHEREAS, pursuant to the Collateral Agreement the Company assigned and granted to the Bank a security interest in and to the Company's general intangibles, including the Company's patents, inventions, trade secrets, copyrights, trade names, domain names, trademarks, registrations and applications therefor, and the goodwill associated therewith ("General Intangibles"), including those certain service marks registered or otherwise filed with the USPTO and more fully described in the attached Exhibit A (the "Marks") and the goodwill associated therewith;

WHEREAS, the Company has paid and otherwise performed in full its obligations to the Bank pursuant to the Collateral Agreement and the Security Agreement (collectively, the "Agreements");

WHEREAS, the Bank wishes to release, retransfer and reassign to the Company all of the Bank's rights, title and interest in and to the General Intangibles, including without limitation the Marks and the goodwill associated therewith;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Bank hereby releases, transfers and assigns to the Company all of the Bank's rights, title and interest in and to the General Intangibles, including without limitation the Marks and the good will associated therewith, and any other rights of the Bank arising from the Agreements. The Bank hereby authorizes the Company to take any and all actions in connection with the General Intangibles, including without limitation the Marks and the goodwill associated therewith. After the date hereof, the Bank will execute and deliver to the Company such documents and will take such other actions as the Company may reasonably request to accomplish the release, transfer, and assignment set forth herein.

[Remainder of page intentionally left blank]

The parties hereto have caused this Release and Reassignment of Interest in Collateral to be executed this 6th day of March 2003.

U.S. Bank National Association

By: Greg Wilson
Name: Greg Wilson
Title: VP

SLEEP COUNTRY USA, INC.

By: _____
Name:
Title:

STATE OF Minnesota
COUNTY OF Hennepin

On March 6, 2003, before me, the undersigned, a Notary Public in and for such State, personally appeared Greg Wilson, personally known to me or proved to me on the basis of satisfactory evidence to be the person who executed the within instrument as the duly authorized officer of U.S. Bank National Association and acknowledged to me that such corporation executed the within instrument pursuant to its bylaws or a resolution of its Board of Directors.

WITNESS my hand and official seal.

[SEAL]

KARI SCHLOTFELDT
Notary Public
Minnesota
My Commission Expires Jan. 31, 2005

Kari J. Schlotfeldt
Notary Public
My Commission expires on: 1-31-05

TRADEMARK
REEL: 002697 FRAME: 0137

The parties hereto have caused this Release and Reassignment of Interest in Collateral to be executed this 10th day of March, 2003.

U.S. Bank National Association

By: _____
Name:
Title:

SLEEP COUNTRY USA, INC.

By: _____
Name: William S. Creekmuir
Title: Vice President

STATE OF
COUNTY OF

On March ___, 2003, before me, the undersigned, a Notary Public in and for such State, personally appeared _____, personally known to me or proved to me on the basis of satisfactory evidence to be the person who executed the within instrument as the duly authorized officer of U.S. Bank National Association and acknowledged to me that such corporation executed the within instrument pursuant to its bylaws or a resolution of its Board of Directors.

WITNESS my hand and official seal.

[SEAL]

_____
Notary Public
My Commission expires on: _____

TRADEMARK
REEL: 002697 FRAME: 0138

Exhibit A

TRADEMARKS

Marks with Federal Registration

Marks	Reg. No/Reg. Date	Use
SLEEPCOUNTRY USA	1,785,946/ August 3, 1993	Retail bedding furniture stores
WHY BUY A MATTRESS ANYWHERE ELSE	1,844,912/ July 12, 1994	Retail bedding furniture stores
REST ASSURED GUARANTEE	75/907,010	
WE WON'T REST UNTIL YOU DO	75/919639	