TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Confirmation of Security Interest in Intellectual Property

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sleep America, LLC		03/07/2006	Limited Liability Corporation: ARIZONA

RECEIVING PARTY DATA

Name:	The Standard Life Assurance Company of Canada
Street Address:	Suite 700, 1001 de Maisonneuve West
City:	Montreal
State/Country:	QUEBEC
Postal Code:	H3A 3C8
Entity Type:	Mutual Company: CANADA

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2989470	WHERE AMERICA GOES TO SLEEP
Registration Number:	2993968	SLEEP AMERICA
Registration Number:	2260533	SLEEP AMERICA

CH $90.00 2989470

CORRESPONDENCE DATA

Fax Number: (310)586-7800
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (310) 586-7700
Email: laipmail@gtlaw.com
Correspondent Name: Steven M. Weinberg, Esq.
Address Line 1: 2450 Colorado Avenue, Suite 400E
Address Line 2: Greenberg Traurig, LLP, The Water Garden
Address Line 4: Santa Monica, CALIFORNIA 90404

ATTORNEY DOCKET NUMBER:	78469-010100
NAME OF SUBMITTER:	Steven M. Weinberg

Signature:	/smw/
Date:	05/12/2006

Total Attachments: 2
source=Sleep America - The Standard Life Assurance#page1.tif
source=Sleep America - The Standard Life Assurance#page2.tif

CONFIRMATION OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY

WHEREAS:

Sleep America, LLC (the **"Debtor"**), an Arizona limited liability corporation, with offices at 625 Madison Avenue, 12th Floor, New York, NY, 10022 is the owner of the domain names and trade-marks set forth in Exhibit A hereto, the registrations and applications for the domain names and trade-marks identified therein and the underlying goodwill associated with such domain names and trade-marks (collectively, the "Domain Names and Trade-Marks ") and

The Standard Life Assurance Company of Canada (the **"Secured Party"**), with offices at Suite 700, 1001 de Maisonneuve West, Montreal, Quebec, H3A 3C8, has entered into an agreement with the Debtor, as reflected by a separate document entitled the **"Security Agreement"** dated as of the 7th day of March, 2006 by which the Debtor granted to the Secured Party, a security interest in certain property, including the Domain Names and Trade-Marks in consideration of the provision of certain funds to certain companies which are the wholly-owned subsidiaries of the Debtor;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are acknowledged and in accordance with the terms and obligations set forth in the Security Agreement, the Debtor confirms the grant to the Secured Party of a security interest in and to the Domain Names and Trade-Marks.

DATED on this 7th day of March, 2006.

SLEEP AMERICA, LLC, an Arizona limited liability corporation

By: _____
Name: Vicki Jones
Title: CFO

DATED at Toronto on this 7th day of March, 2006 before me appeared and the person who signed this instrument, who acknowledged that she signed it as a free act on her behalf or on behalf of the corporation identified and referred to herein as the Debtor.

Christine Hodge
[Signature of Notary Public/Witness]

Tor#: 1667385.1

EXHIBIT A
TRADE-MARKS/PATENTS/COPYRIGHTS/INDUSTRIAL DESIGNS

Registered Intellectual Property

Trademarks

Where America Goes to Sleep (Federal Trademark Reg. No. 2989470)
Sleep America (Federal Trademark Reg. No. 2993968)
Sleep America with smiling half moon logo (Federal Trademark Reg. No. 2260533)
Sleep America with smiling half moon logo (Arizona Secretary of State File No. 39438)
Sleep America, Inc. (Arizona Secretary of State File No. 170742)

Domain Names

bed-smart.com
debbiegaby.com
sleepamerica.com
sleepamerica.net
sleepamerica.org
sleepamerica.tv
sleepamerica.us

Tor#: 1658783.4