

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest in Intellectual Property		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Mattress Barn, Inc.		10/12/2006	CORPORATION: FLORIDA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	MCG Capital Corporation, as Administrative Agent		
<b>Street Address:</b>	1100 Wilson Boulevard		
<b>Internal Address:</b>	Suite 3000		
<b>City:</b>	Arlington		
<b>State/Country:</b>	VIRGINIA		
<b>Postal Code:</b>	22209		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3444501	DISCOUNT MATTRESS BARN	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(919)416-8328		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	9192868041		
<b>Email:</b>	pto_tmconfirmation@mvalaw.com		
<b>Correspondent Name:</b>	Moore & Van Allen PLLC		
<b>Address Line 1:</b>	430 Davis Drive		
<b>Address Line 2:</b>	Suite 500		
<b>Address Line 4:</b>	Morrisville, NORTH CAROLINA 27560		
<b>ATTORNEY DOCKET NUMBER:</b>	020286.000038 AD SLP EAR		
<b>NAME OF SUBMITTER:</b>	Ellen A. Rubel		
<b>Signature:</b>	/Ellen A. Rubel/		

OP \$40.00 3444501

Date:

08/19/2008

**Total Attachments: 4**

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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
INTELLECTUAL PROPERTY

United States Patent and Trademark Office

Ladies and Gentlemen:

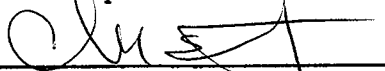
Please be advised that pursuant to (a) the Junior Credit Facility Agreement dated as of October 12, 2006, as the same may be amended, modified or restated from time to time, by and among Advanced Sleep Concepts, Inc., a Delaware corporation, Spears Mattress Co., a Georgia corporation, Mattressmax, Inc., a Georgia corporation, and any other entity subsequently added as a borrower thereunder (including any successor or permitted assignee thereof, each a "Borrower"; collectively, the "Borrowers"), and each financial institution that from time to time is a "Lender" thereunder, and MCG Capital Corporation, in its capacity as administrative agent for the Lenders (the "Administrative Agent"), and (b) the related Security Agreement dated as of October 12, 2006 (as amended, modified or restated from time to time, the "Security Agreement") by and among the Borrowers and the Administrative Agent, the undersigned Borrower has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown on Schedule 1 hereto to the Administrative Agent for the benefit of the Lenders.

The undersigned Borrower and the Administrative Agent hereby acknowledge and agree that the security interest in the foregoing intellectual property (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any intellectual property.

[SIGNATURE PAGE FOLLOWS]

Very truly yours,

MATTRESS BARN, INC.,  
a Florida corporation

By:   
Name: Charles M. Evans, Jr.  
Title: CFO

Notice of Grant of Security Interest in IP (Junior)

TRADEMARK  
REEL: 003838 FRAME: 0092

Acknowledged and Accepted:

MCG CAPITAL CORPORATION, as Administrative Agent

By: 

Name: E. Peter Malekian  
Title: Managing Director  
and Vice President

Schedule 1

MATTRESS BARN, INC.

U.S. Trademarks

Mark	Application/ Registration No.	App/Reg Date
DISCOUNT MATTRESS BARN SERVICE MARK	3,444,501	June 10, 2008