TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SLEEP AMERICA, LLC		09/24/2008	LIMITED LIABILITY COMPANY:

RECEIVING PARTY DATA

Name:	THE TORONTO-DOMINION BANK
Street Address:	77 King Street West
Internal Address:	18th Floor
City:	Toronto
State/Country:	CANADA
Postal Code:	M5K 1A2
Entity Type:	BANK:

PROPERTY NUMBERS Total: 3

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

OP $90.00 2260533

CORRESPONDENCE DATA

Fax Number: (514)904-8101
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 514.904.8100
Email: ipmtl@osler.com
Correspondent Name: OSLER, HOSKIN & HARCOURT LLP
Address Line 1: 1000 de La Gauchetiere Street West
Address Line 2: Suite 2100
Address Line 4: Montreal, CANADA H3B 4W5

ATTORNEY DOCKET NUMBER:	1111672

DOMESTIC REPRESENTATIVE

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER:	Sofia Aguilar
Signature:	/Sofia Aguilar/
Date:	09/24/2008

Total Attachments: 3
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SHORT-FORM TRADEMARKS SECURITY AGREEMENT

WHEREAS, SLEEP AMERICA, LLC (the "Grantor") has adopted, used, is using, or intends to use, and is the owner of the trademarks and the service marks listed in the attached Schedule of Trademarks, and the registrations and applications associated therewith;

WHEREAS, the Grantor has contemporaneously with the execution of this Short-Form Trademarks Security Agreement entered into the U.S. Pledge and Security Agreement dated as of September 24, 2008 (as modified from time to time, the "Security Agreement"), in which the Grantor has granted certain interests in favor of The Toronto-Dominion Bank, as agent (the "Agent") for the benefit of the Secured Parties (as defined therein); and

WHEREAS, pursuant to the Security Agreement, the Grantor has agreed with the Agent and the Secured Parties to execute this Short-Form Trademarks Security Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor hereby grants to the Agent for the benefit of the Secured Parties, to the extent provided in the Security Agreement (the terms and conditions of which are hereby incorporated herein), a security interest in all of its right, title and interest in, to and under the following:

(i) all the trademarks and service marks, whether now owned or at any time hereafter acquired, of the Grantor that are registered with, or for which applications for registration have been filed with, the United States Patent and Trademark Office, including (a) the trademarks and service marks listed on the attached Schedule of Trademarks, and all registrations and pending applications associated therewith (excluding any application for registration of a trademark or a service mark filed on an intent-to-use basis but solely to the extent that the grant of a security interest in any such trademark / service mark application would materially adversely affect the term, validity or enforceability of the resulting trademark / service mark registration or result in cancellation, abandonment or withdrawal of such trademark / service mark application), and (b) all of the goodwill of the business connected with the use of, and symbolized by each such trademark, service mark, trademark registration, service mark registration, trademark application, and service mark application; and

(ii) all proceeds of the forgoing, including, without limitation, any claim by the Grantor against third parties for damages by reason of past, present or future infringement of any trademark, service mark, trademark registration, service mark registration, trademark application or service mark application, listed in the attached Schedule of Trademarks or by reason of injury to the goodwill associated within any such trademark, service mark, trademark registration, service mark registration, trademark application or service mark application, in each case together with the right to sue for and collect said damages;

as collateral security for the prompt and complete payment and performance when due of all the Secured Obligations (as defined in the Security Agreement). Notwithstanding the foregoing, in the event of any conflict between this Short-Form Trademarks Security Agreement and the Security Agreement, the Security Agreement shall control.

This Short-Form Trademarks Security Agreement shall be construed in accordance with and governed by the law of the State of New York.

Date: September 24, 2008.

SLEEP AMERICA, LLC

By:
Name:
Title:
DEBORAH GABY
PRESIDENT

Signature Page to U.S. Short Form Trademark Security Agreement

A. U.S. Trademark / Service Mark Registrations

Trademark	Registration No.	Registration Date
Sleep America with smiling half moon logo	2,260,533	July 13, 1999
Sleep America	2,993,968	September 13, 2005
Where America Goes to Sleep	2,989,470	August 30, 2005