

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
Sealy Technolgy LLC		05/29/2009	CORPORATION: NORTH CAROLINA

RECEIVING PARTY DATA

Name:	The Bank of New York Mellon Trust Company, N.A., as Collateral Agent
Street Address:	10161 Centurion Parkway
City:	Jacksonville
State/Country:	FLORIDA
Postal Code:	32256
Entity Type:	Association: UNITED STATES

PROPERTY NUMBERS Total: 166

Property Type	Number	Word Mark
Registration Number:	2964106	SUPREME SLEEP
Registration Number:	3240866	SPRING·FREE
Registration Number:	3241893	SEALY FUTON
Registration Number:	3245635	SPRINGFREE
Registration Number:	3295118	POSTUREPEDIC
Registration Number:	3299332	SEALY
Registration Number:	3299334	SEALY
Registration Number:	3419868	TRUEFORM
Registration Number:	3442349	BABY DYNASTY
Registration Number:	3463843	SILVER DREAM
Registration Number:	3478012	SUPPORT NEVER FELT SO SOFT
Registration Number:	3489803	POSTURECORE
Registration Number:	3500201	RIGHTTOUCH

CH \$4165.00 2964106

900135608

**TRADEMARK
 REEL: 003999 FRAME: 0584**

Registration Number:	3503036	SHOP EASILY CHOOSE WISELY SLEEP SOUNDLY
Registration Number:	3503046	CSS COMFORT SUPPORT SYSTEM
Registration Number:	3503073	ALIGNMENT ZONE
Registration Number:	3503074	FLEXOLATOR
Registration Number:	3503075	MID-ZONE
Registration Number:	3503076	POSTURE LAYER
Registration Number:	3562594	BETTER SLEEP STARTS HERE
Registration Number:	3564125	ORTHOZONE
Registration Number:	3577692	COMFORT SUPPORT RATING
Registration Number:	3591172	NATURE'S RESORT
Registration Number:	3591173	COMFORT RESORT
Registration Number:	3593136	CSS COMFORT SUPPORT SYSTEM
Registration Number:	1554714	POSTUREPEDIC ELITE
Registration Number:	0257935	LADYFAIRE
Registration Number:	0257936	SPLEND'OR
Registration Number:	0372691	HEALTH-FLEX
Registration Number:	0583913	POSTURE-FOAM
Registration Number:	0619058	POSTUREPEDIC
Registration Number:	0642347	BACK SAVER
Registration Number:	0677335	SEALY
Registration Number:	0678880	TRU-LOK
Registration Number:	0688300	BABY POSTUREPEDIC
Registration Number:	0688757	
Registration Number:	0719078	INNER QUILT
Registration Number:	0723310	DYNASTY
Registration Number:	0727707	HUMIDGUARD
Registration Number:	0737897	SEALYFOAM
Registration Number:	0766372	DURA-GARD
Registration Number:	0803417	LIKE SLEEPING ON A CLOUD
Registration Number:	0840464	MARVELUX
Registration Number:	0866831	POSTURE-REST
Registration Number:	0954428	STEELSPAN
Registration Number:	0981071	STEARNS & FOSTER
Registration Number:	1189347	SEALY
Registration Number:	1229861	POSTUREMATIC

Registration Number:	1274352	SEALY FLAME GUARD PROTECTIVE BARRIER
Registration Number:	1329627	S&F FOUNDED 1846
Registration Number:	1433934	POSTURE PREMIER
Registration Number:	1646039	POSTURETECH
Registration Number:	1693030	BETTER SLEEP ON A SEALY
Registration Number:	1731151	INTEGRA-LOK
Registration Number:	1733089	SEALY
Registration Number:	1734158	UNIVERSITY OF SLEEP
Registration Number:	1817452	COMFORT SERIES
Registration Number:	1845626	CUSHION FIRM
Registration Number:	1850340	SENSE & RESPOND SUPPORT SYSTEM
Registration Number:	1855203	SENSE & RESPOND
Registration Number:	1863393	MID-SUPPORT ZONE
Registration Number:	1887925	EDGEGUARD
Registration Number:	1893628	SENSORY ARM
Registration Number:	1903580	TRIFIRM POSTURE TOP
Registration Number:	1907862	POSTUREPEDIC SUPPORT ONLY FROM SEALY
Registration Number:	1909307	POSTUREMATIC
Registration Number:	1924646	YOU DESERVE A STEARNS & FOSTER
Registration Number:	1924647	ULTRASTEEL
Registration Number:	1929900	FIBERLUX
Registration Number:	2153832	POSTURESTEEL
Registration Number:	2175533	EVEREDGE
Registration Number:	2175740	WE SUPPORT THE BACKBONE OF AMERICA
Registration Number:	2262140	INFINILUX
Registration Number:	2271114	SEALY
Registration Number:	2272967	SEALY POSTUREPEDIC
Registration Number:	2272969	POSTUREPEDIC
Registration Number:	2290388	CORRECT CONTOUR
Registration Number:	2308391	RESILIUM
Registration Number:	2319967	DURAFIBER
Registration Number:	2357623	MY FIRST POSTUREPEDIC
Registration Number:	2540951	SLEEPING ON A SEALY IS LIKE SLEEPING ON A CLOUD
Registration Number:	2586713	DUAL SUPPORT SYSTEM
Registration Number:	2602242	POSTURE FOLD

Registration Number:	2605648	PALATIAL CREST
Registration Number:	2605764	HERALD SQUARE
Registration Number:	2605876	REFLEXION PERFECTLY REFLECTING THE HUMAN FORM
Registration Number:	2615632	SEALY KIDS
Registration Number:	2635701	MICROSPAN
Registration Number:	2645399	S & F FOUNDED 1846 YOU DESERVE A STEARNS & FOSTER MATTRESS
Registration Number:	2646747	WE SUPPORT YOU NIGHT AND DAY
Registration Number:	2647002	SEALY POSTUREPEDIC ADVANTAGE
Registration Number:	2647382	PILLOWTOUCH
Registration Number:	2656649	REFLEXION
Registration Number:	2664132	XPANDEDGE
Registration Number:	2664367	SLUMBERCREST
Registration Number:	2669316	SEALY SUPPORTS AMERICA
Registration Number:	2669317	TWICE THE LUXURY
Registration Number:	2678874	ADVANCED GENERATION
Registration Number:	2696388	THE BACK DOCTOR'S BED
Registration Number:	2703090	SHOCK ABZZORBER
Registration Number:	2724355	STEARNS & FOSTER COUTURE
Registration Number:	2727720	SEALY POSTURE FOLD
Registration Number:	2730957	QUILTED INNER PILLOW
Registration Number:	2739033	FLAWLESS FOAM ENCASMENT
Registration Number:	2747155	POWERSPAN
Registration Number:	2756893	STAYTRUE
Registration Number:	2763184	COMFORT LIFE
Registration Number:	2799525	PERSONAL SLEEP ADVISOR
Registration Number:	2804189	DREAMEDGE
Registration Number:	2806577	PALATIAL CREST
Registration Number:	2815234	SYNER - FLEX
Registration Number:	2849702	SUPPORT YOU TRUST. COMFORT YOU'LL LOVE
Registration Number:	2863589	COMFORT HOLD
Registration Number:	2870588	SHOCK ABZZORBER PLUS
Registration Number:	2883177	MEMORY ZONE
Registration Number:	2890398	UNICASED
Registration Number:	2890399	UNICASED

Registration Number:	2903903	COMFORT-YES. FLIP-NO.
Registration Number:	2938495	I LOVE THIS BED
Registration Number:	2953347	POSTUREPEDIC
Registration Number:	2953348	SEALY
Registration Number:	2953353	SEALY SEATING SYSTEM
Registration Number:	3024333	FIBERLUX
Registration Number:	3024611	DREAMENCASED EDGE
Registration Number:	3036563	TRIPLCASED
Registration Number:	3036564	TRIPLCASED
Registration Number:	3036565	UNILOCK
Registration Number:	3036566	UNILOCK
Registration Number:	3038341	SEALY BABY PRESTIGE SLEEP
Registration Number:	3042570	SEALY CLASSIC SLEEP
Registration Number:	3149344	YOU DESERVE A STEARNS & FOSTER
Registration Number:	3149345	STEARNS & FOSTER
Registration Number:	3245300	S&F FOUNDED 1846
Registration Number:	3313377	SUPPORT CHANNELS
Registration Number:	3545010	SPACETECH
Registration Number:	3573897	COMFORT BUILT
Registration Number:	3059463	SEALY BABY ULTRA CLASSIC
Registration Number:	1518932	GRAND MASTER
Registration Number:	0629078	HEALTH-GUARD
Registration Number:	2683811	MICROTEK ULTRA
Registration Number:	0430038	SEALCREST
Registration Number:	1273534	SUPREMESLEEP
Serial Number:	77252112	GOLDEN ELEGANCE
Serial Number:	77391916	
Serial Number:	77391917	NO TOSS AND TURN ZONE SEALY POSTUREPEDIC
Serial Number:	77401191	PUREMBRACE
Serial Number:	77418828	IF YOU CAN'T GET 8, GET A BETTER 6
Serial Number:	77418832	GET A BETTER 6
Serial Number:	77418898	GET A BETTER SIX
Serial Number:	77421057	GET A BETTER EIGHT
Serial Number:	77421064	GET A BETTER 8
Serial Number:	77440118	INSPIRED BY NATURE. PERFECTED BY TECHNOLOGY.

Serial Number:	77450063	SMART LATEX
Serial Number:	77492801	FOR THE REST OF US
Serial Number:	77538389	ADVANT-EDGE
Serial Number:	77547167	SALON SERIES
Serial Number:	77547313	HARBOR COLLECTION
Serial Number:	77551803	CONVERTIBLE COLLECTION
Serial Number:	77623915	GX7
Serial Number:	77655316	INTELLICOIL
Serial Number:	77691440	SENSE-ALIGN
Serial Number:	77702058	VRT
Serial Number:	77702061	VARIABLE RESPONSE TECHNOLOGY
Serial Number:	77710622	SEALY SLEEP SOFA
Serial Number:	77547331	GX7
Serial Number:	77655314	STEARNS & FOSTER PEARL

CORRESPONDENCE DATA

Fax Number: (202)408-3141
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 800-927-9801 x2348
Email: jpaterso@cscinfo.com
Correspondent Name: Corporation Service Company
Address Line 1: 1090 Vermont Avenue NW, Suite 430
Address Line 2: Attn: Jean Paterson
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

NAME OF SUBMITTER:	Jean Paterson
Signature:	/Jean Paterson/
Date:	06/05/2009

Total Attachments: 9
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Sealy Technology LLC

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: North Carolina corporation
 Other _____

Citizenship (see guidelines) USA - North Carolina

Additional names of conveying parties attached? Yes No

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) 05/29/2009

- Assignment Merger
 Security Agreement Change of Name
 Other _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: The Bank of New York Mellon Trust Company, N.A.

Internal

Address: as Collateral Agent

Street Address: 10161 Centurion Parkway

City: Jacksonville

State: FL

Country: USA Zip: 32256

- Association Citizenship National Banking - USA - Fed
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____
 Other _____ Citizenship _____

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

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
 See Schedule A

B. Trademark Registration No.(s)
 See Schedule A

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: James P. Murphy, Legal Assistant

Internal Address: _____

Cabill Gordon & Reindel LLP

Street Address: 80 Pine Street

City: New York

State: NY Zip: 10005

Phone Number: 212-701-3345

Fax Number: 212-378-2610

Email Address: jmurphy@cabill.com

6. Total number of applications and registrations involved:

166

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____

- Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:

James P. Murphy

Signature

05/29/2009

Date

JAMES P. MURPHY

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 9

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
 Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

GRANT OF
SECURITY INTEREST IN TRADEMARK RIGHTS

This GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS ("Agreement"), effective as of May 29, 2009 is made by Sealy Technology LLC, a North Carolina limited liability company, located at One Office Parkway, Trinity, NC 27370 (the "Grantor"), in favor of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., as Collateral Agent (the "Agent") pursuant to an indenture, dated as of May 29, 2009 (as amended, restated, supplemented or modified from time to time, the "Indenture") among the Sealy Mattress Company, an Ohio corporation ("Company"), Sealy Corporation, a Delaware corporation, Holdings and the Bank of New York Mellon Trust Company, N.A., as trustee (the "Trustee") on behalf of the holders of the Notes (as defined below) (the "Holders").

WITNESSETH:

WHEREAS, pursuant to the Indenture, the Holders have severally agreed to purchase the Notes upon the terms and subject to the conditions set forth therein; and

WHEREAS, in connection with the Indenture, the Grantor and certain other subsidiaries of the Company have executed and delivered a Security Agreement, dated as of May 29, 2009, in favor of the Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Security Agreement");

WHEREAS, pursuant to the Security Agreement, the Grantor pledged and granted to the Agent for the benefit of the Secured Parties, a security interest in all of the Grantor's Intellectual Property, including the Trademarks; and

WHEREAS, the Grantor has duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Holders to purchase the Notes pursuant to the Indenture, the Grantor agrees, for the benefit of the Secured Parties, as follows:

1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Indenture and the Security Agreement.

2. Grant of Security Interest. The Grantor hereby pledges and grants a security interest in, and agrees to assign, transfer and convey, upon demand made upon and during occurrence of an Event of Default, all of the Grantor's right, title and interest in, to and under the Trademarks (including, without limitation, those items listed on Schedule A hereto) (collectively, the "Collateral"), to the Agent for the benefit of the Agent and the Secured Parties to secure payment, performance and observance of the Obligations.

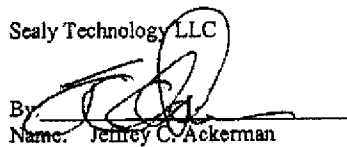
3. Purpose. This Agreement has been executed and delivered by the Grantor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the Secured Parties in connection with the Security Agreement and is expressly subject to the terms and conditions thereof. The Security Agreement (and all rights and remedies of the Secured Parties thereunder) shall remain in full force and effect in accordance with its terms.

4. Acknowledgment. The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Secured Parties with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement and the other Note Documents, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the terms of the Security Agreement, the terms of the Security Agreement shall govern.

5. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

Sealy Technology LLC

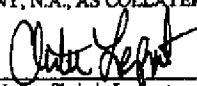


By: _____
Name: Jeffrey C. Ackerman
Title: Vice President & Chief Financial Officer
Date: May 29, 2009

Signature Page to Trademark Security Agreement

THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A., AS COLLATERAL AGENT

By:



Name: Christie Leppert

Title: Assistant Vice President

Signature Page to Trademark Security Agreement

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2
3
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SCHEDULE A

U.S. Trademark Registrations and Applications

Trademark	Registration or Serial Number
SUPREME SLEEP	2,964,106
SPRING-FREE	3,240,866
SEALY FUTON	3,241,893
SPRINGFREE	3,245,635
POSTUREPEDIC	3,295,118
SEALY	3,299,332
SEALY	3,299,334
TRUEFORM	3,419,868
BABY DYNASTY	3,442,349
SILVER DREAM	3,463,843
SUPPORT NEVER FELT SO SOFT	3,478,012
POSTURECORE	3,489,803
RIGHTTOUCH	3,500,201
SHOP EASILY CHOOSE WISELY SLEEP SOUNDLY	3,503,036
CSS COMFORT SUPPORT SYSTEM	3,503,046
ALIGNMENT ZONE	3,503,073
FLEXOLATOR	3,503,074
MID-ZONE	3,503,075
POSTURE LAYER	3,503,076
BETTER SLEEP STARTS HERE	3,562,594
ORTHOZONE	3,564,125
COMFORT SUPPORT RATING	3,577,692
NATURE'S RESORT	3,591,172
COMFORT RESORT	3,591,173
CSS COMFORT SUPPORT SYSTEM	3,593,136
POSTUREPEDIC ELITE	1,554,714
LADYFAIRE	0257,935
SPLEND'OR	0257,936
HEALTH-FLEX	0372,691
POSTURE-FOAM	0583,913
POSTUREPEDIC	0619,058
BACK SAVER	0642,347
SEALY	0677,335
TRU-LOK	0678,880
BABY POSTUREPEDIC	0688,300
[Design Only]	0688,757
INNER QUILT	0719,078
DYNASTY	0723,310
HUMIDGUARD	0727,707
SEALYFOAM	0737,897
DURA-GARD	0766,372
LIKE SLEEPING ON A CLOUD	0803,417
MARVELUX	0840,464

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POSTURE-REST	0866,831
STEELSPAN	0954,428
STEARNS & FOSTER	0981,071
SEALY	1,189,347
POSTUREMATIC	1,229,861
SEALY FLAME GUARD PROTECTIVE BARRIER	1,274,352
S&F FOUNDED 1846	1,329,627
POSTURE PREMIER	1,433,934
POSTURETECH	1,646,039
BETTER SLEEP ON A SEALY	1,693,030
INTEGRA-LOK	1,731,151
SEALY	1,733,089
UNIVERSITY OF SLEEP	1,734,158
COMFORT SERIES	1,817,452
CUSHION FIRM	1,845,626
SENSE & RESPOND SUPPORT SYSTEM	1,850,340
SENSE & RESPOND	1,855,203
MID-SUPPORT ZONE	1,863,393
EDGE GUARD	1,887,925
SENSORY ARM	1,893,628
TRIFIRM POSTURE TOP	1,903,580
POSTUREPedic SUPPORT ONLY FROM SEALY	1,907,862
POSTUREMATIC	1,909,307
YOU DESERVE A STEARNS & FOSTER	1,924,646
ULTRASTEEL	1,924,647
FIBERLUX	1,929,900
POSTURESTEEL	2,153,832
EVEREDGE	2,175,533
WE SUPPORT THE BACKBONE OF AMERICA	2,175,740
INFINILUX	2,262,140
SEALY	2,271,114
SEALY POSTUREPedic	2,272,967
POSTUREPedic	2,272,969
CORRECT CONTOUR	2,290,388
RESILIUM	2,308,391
DURAFIBER	2,319,967
MY FIRST POSTUREPedic	2,357,623
SLEEPING ON A SEALY IS LIKE SLEEPING ON A CLOUD	2,540,951
DUAL SUPPORT SYSTEM	2,586,713
POSTURE FOLD	2,602,242
PALATIAL CREST	2,605,648
HERALD SQUARE	2,605,764
REFLEXION PERFECTLY REFLECTING THE HUMAN FORM	2,605,876
SEALY KIDS	2,615,632
MICROSPAN	2,635,701
S & F FOUNDED 1846 YOU DESERVE A STEARNS & FOSTER MATTRESS	2,645,399
WE SUPPORT YOU NIGHT AND DAY	2,646,747
SEALY POSTUREPedic ADVANTAGE	2,647,002
PILLOWTOUCH	2,647,382

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TRADEMARK
REEL: 003999 FRAME: 0596

REFLEXION	2,656,649
XPANDEDGE	2,664,132
SLUMBERCREST	2,664,367
SEALY SUPPORTS AMERICA	2,669,316
TWICE THE LUXURY	2,669,317
ADVANCED GENERATION	2,678,874
THE BACK DOCTOR'S BED	2,696,388
SHOCK ABZZORBER	2,703,090
STEARNS & FOSTER COUTURE	2,724,355
SEALY POSTURE FOLD	2,727,720
QUILTED INNER PILLOW	2,730,957
FLAWLESS FOAM ENCASEMENT	2,739,033
POWERSPAN	2,747,155
STAYTRUE	2,756,893
COMFORT LIFE	2,763,184
PERSONAL SLEEP ADVISOR	2,799,525
DREAMEDGE	2,804,189
PALATIAL CREST	2,806,577
SYNER - FLEX	2,815,234
SUPPORT YOU TRUST. COMFORT YOU'LL LOVE	2,849,702
COMFORT HOLD	2,863,589
SHOCK ABZZORBER PLUS	2,870,588
MEMORY ZONE	2,883,177
UNICASED	2,890,398
UNICASED	2,890,399
COMFORT-YES. FLIP-NO.	2,903,903
I LOVE THIS BED	2,938,495
POSTUREPEDIC	2,953,347
SEALY	2,953,348
SEALY SEATING SYSTEM	2,953,353
FIBERLUX	3,024,333
DREAMENCASED EDGE	3,024,611
TRIPLCASED	3,036,563
TRIPLCASED	3,036,564
UNILOCK	3,036,565
UNILOCK	3,036,566
SEALY BABY PRESTIGE SLEEP	3,038,341
SEALY CLASSIC SLEEP	3,042,570
YOU DESERVE A STEARNS & FOSTER	3,149,344
STEARNS & FOSTER	3,149,345
S&F FOUNDED 1846	3,245,300
SUPPORT CHANNELS	3,313,377
SPACETECH	3,545,010
COMFORTBUILT	3,573,897
SEALY BABY ULTRA CLASSIC	3,059,463
GRAND MASTER	1,518,932
HEALTH-GUARD	0629,078
MICROTEK ULTRA	2,683,811
SEALCREST	0430,038
SUPREME SLEEP	1,273,534

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GOLDEN ELEGANCE	77/252,112
[Design Only]	77/391,916
NO TOSS AND TURN ZONE SEALY POSTUREPEDIC	77/391,917
PUREMBRACE	77/401,191
IF YOU CAN'T GET 8, GET A BETTER 6	77/418,828
GET A BETTER 6	77/418,832
GET A BETTER SIX	77/418,898
GET A BETTER EIGHT	77/421,057
GET A BETTER 8	77/421,064
INSPIRED BY NATURE. PERFECTED BY TECHNOLOGY.	77/440,118
SMART LATEX	77/450,063
FOR THE REST OF US	77/492,801
ADVANT-EDGE	77/538,389
SALON SERIES	77/547,167
HARBOR COLLECTION	77/547,313
CONVERTIBLE COLLECTION	77/551,803
GX7	77/623,915
INTELLICOIL	77/655,316
SENSE-ALIGN	77/691,440
VRT	77/702,058
VARIABLE RESPONSE TECHNOLOGY	77/702,061
SEALY SLEEP SOFA	77/710,622
GX7	77/547331
STEARNS & FOSTER PEARL	77/655314

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