

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

|                              |                    |
|------------------------------|--------------------|
| <b>SUBMISSION TYPE:</b>      | NEW ASSIGNMENT     |
| <b>NATURE OF CONVEYANCE:</b> | Security Agreement |

**CONVEYING PARTY DATA**

| Name                            | Formerly | Execution Date | Entity Type                         |
|---------------------------------|----------|----------------|-------------------------------------|
| Simmons Bedding Company         |          | 10/01/2012     | CORPORATION: DELAWARE               |
| Dreamwell, Ltd.                 |          | 10/01/2012     | LIMITED LIABILITY COMPANY: NEVADA   |
| National Bedding Company L.L.C. |          | 10/01/2012     | LIMITED LIABILITY COMPANY: ILLINOIS |

**RECEIVING PARTY DATA**

|                        |                                     |
|------------------------|-------------------------------------|
| <b>Name:</b>           | UBS AG, Stamford Branch, as Agent   |
| <b>Street Address:</b> | 677 Washington Blvd.                |
| <b>City:</b>           | Stamford                            |
| <b>State/Country:</b>  | CONNECTICUT                         |
| <b>Postal Code:</b>    | 06901                               |
| <b>Entity Type:</b>    | National Association: UNITED STATES |

**PROPERTY NUMBERS Total: 276**

| Property Type        | Number  | Word Mark   |
|----------------------|---------|---|
| Registration Number: | 3684436 | FIVE STAR MATTRESS  |
| Registration Number: | 2927140 | AMERICA'S MATTRESS  |
| Registration Number: | 3491355 | AMERICA'S MATTRESS  |
| Registration Number: | 197274  | CERTIFIED   |
| Registration Number: | 233361  | "THE REST OF YOUR DAYS DEPEND-ON THE REST OF YOUR NIGHTS" |
| Registration Number: | 2030907 | ACHIEVER  |
| Registration Number: | 4155720 | AIRCOOL   |
| Registration Number: | 1988643 | ALEXANDER   |
| Registration Number: | 1689575 | ALEXANDRIA  |
| Registration Number: | 525694  | AMBASSADOR  |
| Registration Number: | 1779689 | AMERICUS  |

**TRADEMARK**

|                      |         |                              |
|----------------------|---------|------------------------------|
| Registration Number: | 2371683 | AMHERST                      |
| Registration Number: | 2815637 | ARDONA                       |
| Registration Number: | 2439815 | ASTORIA                      |
| Registration Number: | 2020809 | AVONDALE                     |
| Registration Number: | 2889809 | AZURE                        |
| Registration Number: | 3929926 | B                            |
| Registration Number: | 420150  | BABY BEAUTY                  |
| Registration Number: | 1324572 | BABY BEAUTYREST BACK CARE IV |
| Registration Number: | 1154910 | BACK GUARD                   |
| Registration Number: | 1780316 | BACK SHIELD                  |
| Registration Number: | 982543  | BACK-O-PEDIC                 |
| Registration Number: | 2780549 | BACKCARE KIDS                |
| Registration Number: | 3534412 | BACKCARE                     |
| Registration Number: | 813001  | BACKCARE                     |
| Registration Number: | 3228657 | BACKCARE BABY                |
| Registration Number: | 2835187 | BACKCARE KIDS                |
| Registration Number: | 1378122 | BEAUTY CLOUD                 |
| Registration Number: | 1198771 | BEAUTY SLEEP                 |
| Registration Number: | 1833346 | BEAUTY-EDGE                  |
| Registration Number: | 566513  | BEAUTYFOAM                   |
| Registration Number: | 1710062 | BEAUTYLOFT                   |
| Registration Number: | 1788183 | BEAUTYREST                   |
| Registration Number: | 1904444 | BEAUTYREST                   |
| Registration Number: | 2010820 | BEAUTYREST                   |
| Registration Number: | 2791028 | BEAUTYREST                   |
| Registration Number: | 2585251 | BEAUTYREST                   |
| Registration Number: | 3591976 | BEAUTYREST                   |
| Registration Number: | 602721  | BEAUTYREST                   |
| Registration Number: | 4003287 | BEAUTYREST                   |
| Registration Number: | 207821  | BEAUTYREST                   |
| Registration Number: | 512535  | BEAUTYREST                   |
| Registration Number: | 4003288 | BEAUTYREST                   |
| Registration Number: | 4003290 | BEAUTYREST ANNIVERSARY       |
| Registration Number: | 3595555 | BEAUTYREST BEGINNINGS        |
| Registration Number: | 3731745 | BEAUTYREST BLACK             |

|                      |         |                              |
|----------------------|---------|------------------------------|
|                      | 3731746 | BEAUTYREST BLACK             |
| Registration Number: | 4122426 | BEAUTYREST BLACK BEYOND      |
| Registration Number: | 1404977 | BEAUTYREST CONTINENTAL       |
| Registration Number: | 3796389 | BEAUTYREST STUDIO            |
| Registration Number: | 4119041 | BEAUTYSOFT                   |
| Registration Number: | 732490  | BELMONT                      |
| Registration Number: | 513425  | BELMONT                      |
| Registration Number: | 4126554 | BEST OF BOTH WORLDS          |
| Registration Number: | 4132406 | BETTER SLEEP THROUGH SCIENCE |
| Registration Number: | 2380003 | BIRMINGHAM                   |
| Registration Number: | 4135963 | BOWLING BALL MATTRESS        |
| Registration Number: | 2033494 | BRUSSELS                     |
| Registration Number: | 1324591 | CARESSE                      |
| Registration Number: | 2089232 | CHAMBOURG                    |
| Registration Number: | 1988659 | CHELSEA                      |
| Registration Number: | 2158865 | COLLECTOR'S EDITION          |
| Registration Number: | 1961293 | COLUMBIA                     |
| Registration Number: | 3986150 | COMFOR PEDIC LOFT            |
| Registration Number: | 3189821 | COMFOR-PEDIC                 |
| Registration Number: | 2925407 | COMFORT ADVANTAGE            |
| Registration Number: | 1521862 | CONCORDE                     |
| Registration Number: | 2036089 | CONTENDER                    |
| Registration Number: | 2036091 | CONTESTANT                   |
| Registration Number: | 3998535 | CONTOUR FIT                  |
| Registration Number: | 1359240 | CONTOUR-FLEX                 |
| Registration Number: | 612187  | CORRECT POSTURE              |
| Registration Number: | 2622831 | CUMULUS                      |
| Registration Number: | 1988651 | CYPRESS                      |
| Registration Number: | 3727951 | DEEP SLEEP                   |
| Registration Number: | 0283763 | DEEP SLEEP                   |
| Registration Number: | 518793  | DEEPSLEEP                    |
| Registration Number: | 318383  | DREAM SLEEP                  |
| Registration Number: | 2884857 | DREAMWELL                    |
| Registration Number: | 506989  | DREAMWELL                    |
| Registration Number: | 609109  | DUAL COMFORT                 |

|                      |         |  |
|----------------------|---------|--|
|                      | 525695  | DUCHESS  |
| Registration Number: | 1042926 | ECONO-PEDIC  |
| Registration Number: | 3116488 | EDGE   |
| Registration Number: | 2349540 | EDMONTON   |
| Registration Number: | 1747133 | EMINENCE   |
| Registration Number: | 1993518 | EMPEROR  |
| Registration Number: | 2882523 | EMPORIA  |
| Registration Number: | 3901285 | ENDUROTECH   |
| Registration Number: | 2201922 | ENTRE  |
| Registration Number: | 2079253 | EQUATION OF SLEEP  |
| Registration Number: | 2091655 | EVENING WHISPER  |
| Registration Number: | 3574122 | EVENLOFT   |
| Registration Number: | 3444156 | EVERNU   |
| Registration Number: | 3365492 | EXCEPTIONALE   |
| Registration Number: | 811703  | FABRISAN   |
| Registration Number: | 2381833 | FARMINGTON   |
| Registration Number: | 2036088 | FINALIST   |
| Registration Number: | 2185599 | FIRST IMPRESSION   |
| Registration Number: | 2017737 | FOREST GLEN  |
| Registration Number: | 865743  | GLAMOUREST   |
| Registration Number: | 2363836 | GLENDALE   |
| Registration Number: | 2017733 | GLENWOOD   |
| Registration Number: | 1556867 | GOLDEN VALUE   |
| Registration Number: | 1988658 | GREENWICH  |
| Registration Number: | 1697653 | HARMONY  |
| Registration Number: | 3686551 | HEALTHSMART  |
| Registration Number: | 3233968 | HEALTHSMART  |
| Registration Number: | 3146026 | HEALTHSMART  |
| Registration Number: | 3169210 | HEALTHSMART THE BEST MATTRESS FOR A CLEAN AND HEALTHY SLEEP ENVIRONMENT.               |
| Registration Number: | 3237793 | HEALTHSMART THE BEST MATTRESS FOR A CLEAN AND HEALTHY SLEEP ENVIRONMENT.               |
| Registration Number: | 3344672 | HEALTHSMART THE BEST MATTRESS FOR A CLEAN AND HEALTHY SLEEP ENVIRONMENT.               |
| Registration Number: | 3280315 | HEALTHSMART THE BEST MATTRESS FOR A CLEAN AND HEALTHY SLEEP ENVIRONMENT. ZIP WASH ZZZZ |

|                      |         |  |
|----------------------|---------|--|
| Registration Number: | 3218453 | HEALTHSMART THE BEST MATTRESS FOR A CLEAN AND HEALTHY SLEEP ENVIRONMENT. ZIP WASH ZZZZ |
| Registration Number: | 3177497 | HEALTHSMART THE BEST MATTRESS FOR A CLEAN AND HEALTHY SLEEP ENVIRONMENT. ZIP WASH ZZZZ |
| Registration Number: | 522187  | HIDE-A-BED   |
| Registration Number: | 3145987 | HIS SIDE HER SIDE  |
| Registration Number: | 3145988 | HIS SIDE HER SIDE COLLECTION   |
| Registration Number: | 1922058 | JEFFERSON LUXURY   |
| Registration Number: | 2847323 | KENNEDY  |
| Registration Number: | 1211581 | KLIK-LOK   |
| Registration Number: | 881255  | LA GRANDE  |
| Registration Number: | 2826143 | LATITUDES  |
| Registration Number: | 1895134 | LINCOLN  |
| Registration Number: | 1900677 | LORRAINE   |
| Registration Number: | 2548303 | MADISON AVENUE   |
| Registration Number: | 1955483 | MARQUIS  |
| Registration Number: | 970738  | MAXIPEDIC  |
| Registration Number: | 3261442 | MAXIPEDIC  |
| Registration Number: | 2017734 | MEADOWBROOK  |
| Registration Number: | 2036090 | MEDALIST   |
| Registration Number: | 2811525 | MESMERICS  |
| Registration Number: | 1988644 | MILAN  |
| Registration Number: | 592194  |  |
| Registration Number: | 4026980 |  |
| Registration Number: | 4159253 |  |
| Registration Number: | 4174462 |  |
| Registration Number: | 3189714 | MOISTUREBAN  |
| Registration Number: | 513421  | MONARCH  |
| Registration Number: | 2794380 | MONROE   |
| Registration Number: | 3464540 | MY BABY'S BEAUTYREST   |
| Registration Number: | 3216509 | MYSTERE  |
| Registration Number: | 1991332 | MYSTIC   |
| Registration Number: | 3752729 | NASSAU   |
| Registration Number: | 3416120 | NATURAL CARE   |
| Registration Number: | 578082  | NEW YORKER   |
|                      |         |  |

|                      |         |                       |
|----------------------|---------|-----------------------|
| Registration Number: | 3755191 | NUVÖ                  |
| Registration Number: | 3360838 | NUVÖ SLEEP SYSTEM     |
| Registration Number: | 3620138 | NXG                   |
| Registration Number: | 2019233 | OAKDALE               |
| Registration Number: | 518794  | OLYMPIC               |
| Registration Number: | 2532958 | PALM SPRINGS          |
| Registration Number: | 1542562 | PARAMOUNT             |
| Registration Number: | 1773632 | PARLIAMENT COLLECTION |
| Registration Number: | 4112546 | PHENOM                |
| Registration Number: | 2739984 | PIEDMONT              |
| Registration Number: | 2478738 | POCKETED COIL         |
| Registration Number: | 2191136 | POCKET REST           |
| Registration Number: | 1320759 | POLYCEL               |
| Registration Number: | 2418259 | POWER SLEEP           |
| Registration Number: | 2407982 | POWERBEAM             |
| Registration Number: | 1993378 | PROVIDENCE            |
| Registration Number: | 2038305 | QUEBEC                |
| Registration Number: | 1988639 | REBECCA               |
| Registration Number: | 2039393 | RIVAL                 |
| Registration Number: | 1901372 | ROOSEVELT             |
| Registration Number: | 3215296 | ROOSEVELT             |
| Registration Number: | 513422  | ROYALTY               |
| Registration Number: | 1988645 | RYAN                  |
| Registration Number: | 2219191 | SIMMONS               |
| Registration Number: | 4003289 | S SIMMONS             |
| Registration Number: | 2992876 | S SIMMONS             |
| Registration Number: | 3781904 | S SIMMONS KIDS        |
| Registration Number: | 2811526 | SANCTUM               |
| Registration Number: | 604475  | SEA BREEZE            |
| Registration Number: | 2826142 | SHOOTING STAR         |
| Registration Number: | 730091  | SILVER LABEL          |
| Registration Number: | 3595509 | SIM-GARD              |
| Registration Number: | 787168  | SIMCREST              |
| Registration Number: | 532319  | SIMMONS               |
| Registration Number: | 2810380 | SIMMONS               |

|                      |         |                             |
|----------------------|---------|-----------------------------|
|                      | 2022446 | SIMMONS                     |
| Registration Number: | 2146787 | SIMMONS                     |
| Registration Number: | 3275776 | SIMMONS KIDS                |
| Registration Number: | 3275777 | SIMMONS KIDS                |
| Registration Number: | 3344671 | SIMMONS KIDS                |
| Registration Number: | 3781905 | SIMMONS KIDS                |
| Registration Number: | 3344673 | SIMMONS KIDS                |
| Registration Number: | 3360152 | S SIMMONS KIDS              |
| Registration Number: | 3610283 | SLEEP 'N MORE               |
| Registration Number: | 3804347 | SLEEP 4 YEARS               |
| Registration Number: | 638778  | SLEEPERS CHOICE             |
| Registration Number: | 682875  | SLUMBER ROYAL               |
| Registration Number: | 524621  | SLUMBER TIME                |
| Registration Number: | 1175204 | SLUMBERLAND                 |
| Registration Number: | 2052985 | SLUMBERLAND                 |
| Registration Number: | 2091517 | SLUMBERLAND                 |
| Registration Number: | 297286  | SLUMBERLAND                 |
| Registration Number: | 3215295 | SLUMBERPEDIC                |
| Registration Number: | 578054  | SLUMBERPEDIC                |
| Registration Number: | 4129530 | SMART RESPONSE              |
| Registration Number: | 1812950 | SPECTRUM                    |
| Registration Number: | 2378110 | ST. ANDREW                  |
| Registration Number: | 2083945 | ST. CAROLINE                |
| Registration Number: | 1893150 | ST. LAWRENCE                |
| Registration Number: | 2371682 | ST. MARK                    |
| Registration Number: | 2091139 | ST. MARTIN                  |
| Registration Number: | 2373835 | ST. RICHARD                 |
| Registration Number: | 2091138 | ST. STEPHEN                 |
| Registration Number: | 2083943 | ST. THOMAS                  |
| Registration Number: | 2854672 | STARRY SKY                  |
| Registration Number: | 760360  | SULTAN                      |
| Registration Number: | 2912053 | SUPER POCKETED COIL         |
| Registration Number: | 2030862 | THE DO NOT DISTURB MATTRESS |
| Registration Number: | 1349436 | THE ULTIMATE AMENITY        |
| Registration Number: | 3785779 | TRANSFLEXION                |

|                      |          |                                   |
|----------------------|----------|-----------------------------------|
|                      | 515127   | TRAVELER                          |
| Registration Number: | 1988656  | TRIBEKA                           |
| Registration Number: | 2373836  | TRIDENT                           |
| Registration Number: | 2732503  | TRITON                            |
| Registration Number: | 4162489  | TRUENERGY                         |
| Registration Number: | 1931251  | TUDOR                             |
| Registration Number: | 3414825  | TWO STORY                         |
| Registration Number: | 2648539  | TWO STORY                         |
| Registration Number: | 1554755  | ULTRA FIT                         |
| Registration Number: | 672494   | VANDERBILT                        |
| Registration Number: | 4070966  | VARIFORM ADVANCED POCKETED COIL   |
| Registration Number: | 522243   | VOGUE                             |
| Registration Number: | 768188   | WALL-A-BED                        |
| Registration Number: | 3877086  | WESTMINSTER                       |
| Registration Number: | 3328631  | WHAT'S YOUR FAVORITE POSITION     |
| Registration Number: | 2028820  | WILLOWBROOK                       |
| Registration Number: | 1875283  | WINCHESTER                        |
| Registration Number: | 1898953  | WINDSOR                           |
| Registration Number: | 3409551  | WINDSOR FINE BEDDING              |
| Registration Number: | 3409550  | WINDSOR MATTRESS COMPANY          |
| Registration Number: | 2717164  | WORLD CLASS                       |
| Registration Number: | 866628   | WORLD OF SLEEP                    |
| Registration Number: | 1959612  | WORLD'S FINEST BEDDING SINCE 1870 |
| Registration Number: | 1696129  | ADJUSTABLEBED                     |
| Registration Number: | 3393270  | BEAUTYREST BLACK                  |
| Registration Number: | 3046598  | COLUMBIA FINE BEDDING             |
| Registration Number: | 2146996  | BEAUTYREST POCKETED COIL          |
| Registration Number: | 523897   | EMPRESS                           |
| Registration Number: | 4151785  | LIVING LIFE FULLY CHARGED         |
| Registration Number: | 4151768  | RECHARGE                          |
| Registration Number: | 2070092  | SLUMBERLAND                       |
| Registration Number: | 712512   | SLUMBERMATIC                      |
| Registration Number: | 3019827  | WE'VE GOT THE EDGE!               |
| Serial Number:       | 85497366 | ESSENTIAL ELEMENTS                |
| Serial Number:       | 85522613 | BEAUTYREST                        |



|                |          |                                 |
|----------------|----------|---------------------------------|
|                | 85070676 | BEAUTYREST                      |
| Serial Number: | 77889716 | BEAUTYREST ELEMENTS             |
| Serial Number: | 77921715 | BEAUTYREST FOREVER              |
| Serial Number: | 77929430 | BETTER SLEEP FOR THE TWO OF YOU |
| Serial Number: | 85522784 | COMFORPEDIC                     |
| Serial Number: | 85441761 | GELTOUCH                        |
| Serial Number: | 77655332 | INTELLIGENT SPRING SYSTEM       |
| Serial Number: | 85402499 | IT'S YOU, FULLY RECHARGED       |
| Serial Number: | 85402606 | IT'S YOU, FULLY CHARGED         |
| Serial Number: | 85433682 | LIVING LIFE FULLY CHARGED       |
| Serial Number: | 85526085 |                                 |
| Serial Number: | 85433743 |                                 |
| Serial Number: | 85433782 |                                 |
| Serial Number: | 85522862 | RECHARGE THE HUMAN BATTERY      |
| Serial Number: | 85522563 | S SIMMONS                       |
| Serial Number: | 77947291 | QUINTESSENCE                    |
| Serial Number: | 85249909 | REACTION MATERIAL               |
| Serial Number: | 85673597 | RECHARGE                        |
| Serial Number: | 85433687 | RECHARGING STATION              |
| Serial Number: | 85233195 | ST. DOMINICK                    |
| Serial Number: | 85094742 | HAUTE COUTURE                   |
| Serial Number: | 85086854 | THE 1925 CLUB                   |
| Serial Number: | 85698114 | CURV                            |
| Serial Number: | 85686699 | NUFLEX                          |
| Serial Number: | 85721256 | MY CLIMATE                      |

**CORRESPONDENCE DATA**

**Fax Number:**

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 212-318-6493  
 Email: david.adams@thomsonreuters.com  
 Correspondent Name: Robin Riley  
 Address Line 1: 75 East 55th St  
 Address Line 2: Paul Hastings LLP  
 Address Line 4: New York, NEW YORK 10022

**NAME OF SUBMITTER:**

Robin Riley

**TRADEMARK**

**REEL: 004881 FRAME: 0161**

/david adams TR/

Date:

10/15/2012

**Total Attachments: 16**

source=Project Dawn - IP Security Agmt Trademark with Cover Page (Term Loan) (FINAL)#page3.tif  
source=Project Dawn - IP Security Agmt Trademark with Cover Page (Term Loan) (FINAL)#page4.tif  
source=Project Dawn - IP Security Agmt Trademark with Cover Page (Term Loan) (FINAL)#page5.tif  
source=Project Dawn - IP Security Agmt Trademark with Cover Page (Term Loan) (FINAL)#page6.tif  
source=Project Dawn - IP Security Agmt Trademark with Cover Page (Term Loan) (FINAL)#page7.tif  
source=Project Dawn - IP Security Agmt Trademark with Cover Page (Term Loan) (FINAL)#page8.tif  
source=Project Dawn - IP Security Agmt Trademark with Cover Page (Term Loan) (FINAL)#page9.tif  
source=Project Dawn - IP Security Agmt Trademark with Cover Page (Term Loan) (FINAL)#page10.tif  
source=Project Dawn - IP Security Agmt Trademark with Cover Page (Term Loan) (FINAL)#page11.tif  
source=Project Dawn - IP Security Agmt Trademark with Cover Page (Term Loan) (FINAL)#page12.tif  
source=Project Dawn - IP Security Agmt Trademark with Cover Page (Term Loan) (FINAL)#page13.tif  
source=Project Dawn - IP Security Agmt Trademark with Cover Page (Term Loan) (FINAL)#page14.tif  
source=Project Dawn - IP Security Agmt Trademark with Cover Page (Term Loan) (FINAL)#page15.tif  
source=Project Dawn - IP Security Agmt Trademark with Cover Page (Term Loan) (FINAL)#page16.tif  
source=Project Dawn - IP Security Agmt Trademark with Cover Page (Term Loan) (FINAL)#page17.tif  
source=Project Dawn - IP Security Agmt Trademark with Cover Page (Term Loan) (FINAL)#page18.tif

**INTELLECTUAL PROPERTY SECURITY AGREEMENT**

THIS INTELLECTUAL PROPERTY SECURITY AGREEMENT, dated as of October 1, 2012, is made by each of the entities listed as Grantor on the signature pages hereto (each a “**Grantor**” and, collectively, the “**Grantors**”), in favor of Morgan Stanley Senior Funding, Inc., in its capacity as collateral agent for the Loan Parties under the Security Agreement referred to below (the “**Agent**”).

WHEREAS, pursuant to that certain Pledge and Security Agreement of even date herewith (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “**Security Agreement**”), among the Grantors, the Agent and certain other parties thereto, in order to secure payments of certain Secured Obligations (as defined in the Term Loan Credit Agreement, as such term is defined in the Security Agreement), the Grantors have assigned, pledged and granted to the Agent a continuing security interest in and to all of (i) their trademarks and trademark applications, including, without limitation, the trademarks and trademark applications listed on Schedule I hereto, (ii) their patents and patent applications, including, without limitation, the patents and patent applications listed on Schedule II hereto and (iii) their copyrights and copyright applications, including, without limitation, the copyrights listed on Schedule III hereto, in each case to the extent the same constitute Collateral (as defined in the Security Agreement) (the “**Intellectual Property**”). Until the Termination Date (as defined in the Term Loan Credit Agreement), the Agent shall retain its security interest in the Intellectual Property granted herein and in the Security Agreement.


NOW, THEREFORE, for the consideration set forth herein and in the Security Agreement, the parties hereby agree that the Grantors, as collateral security for the full, prompt and complete payment and performance when due (whether at stated maturity, by acceleration or otherwise) of the Secured Obligations, hereby grant the Agent a lien on and security interest in, all of their right, title and interest in, to and under the Intellectual Property (including (i) all reissues, continuations, renewals or extensions of the foregoing, (ii) all goodwill of the business connected with the use of, and symbolized by, the Intellectual Property, and (iii) all products and proceeds of the foregoing).

FOR THE AVOIDANCE OF DOUBT, notwithstanding any other provision of this agreement, the Grantors do not grant any lien on or security interest in any of the Excluded Assets (as defined in the Security Agreement).


[Signature Pages Follow]

IN WITNESS WHEREOF, each Grantor has caused this INTELLECTUAL PROPERTY SECURITY AGREEMENT to be executed and delivered by its duly authorized officer as of the date first set forth above.


DREAMWELL, LTD.,  
as Grantor

By:   
Name: Kristen K. McGuffey  
Title: Vice President and Secretary

NATIONAL BEDDING COMPANY L.L.C.,  
as Grantor

By:   
Name: Kristen K. McGuffey  
Title: General Counsel and Secretary

SIMMONS BEDDING COMPANY,  
as Grantor

By:   
Name: Kristen K. McGuffey  
Title: Executive Vice President,  
General Counsel and Secretary

[Signature Page to Intellectual Property Security Agreement (Term Loan)]

**TRADEMARK**  
**REEL: 004881 FRAME: 0164**

ACCEPTED AND ACKNOWLEDGED BY:

MORGAN STANLEY SENIOR FUNDING, INC.,  
as Agent

By: *Olalekan J. Lawal*  
Name: Olalekan J. Lawal  
Title: Authorized Signatory

**Schedule I  
Trademarks**

*U.S. Trademark Registrations*

| OWNER                           | REGISTRATION NUMBER | TRADEMARK   |
|---------------------------------|---------------------|---|
| National Bedding Company L.L.C. | 3684436             | FIVE STAR MATTRESS  |
| National Bedding Company L.L.C. | 2927140             | AMERICA'S MATTRESS and Design                             |
| National Bedding Company L.L.C. | 3491355             | AMERICA'S MATTRESS  |
| National Bedding Company L.L.C. | 197274              | CERTIFIED and Design                                      |
| National Bedding Company L.L.C. | 233361              | "THE REST OF YOUR DAYS DEPEND-ON THE REST OF YOUR NIGHTS" |
| Dreamwell, Ltd.                 | 2030907             | ACHIEVER  |
| Dreamwell, Ltd.                 | 4155720             | AIRCOOL   |
| Dreamwell, Ltd.                 | 1988643             | ALEXANDER   |
| Dreamwell, Ltd.                 | 1689575             | ALEXANDRIA  |
| Dreamwell, Ltd.                 | 525694              | AMBASSADOR  |
| Dreamwell, Ltd.                 | 1779689             | AMERICUS  |
| Dreamwell, Ltd.                 | 2371683             | AMHERST   |
| Dreamwell, Ltd.                 | 2815637             | ARDONA  |
| Dreamwell, Ltd.                 | 2439815             | ASTORIA   |
| Dreamwell, Ltd.                 | 2020809             | AVONDALE  |
| Dreamwell, Ltd.                 | 2889809             | AZURE   |
| Dreamwell, Ltd.                 | 3929926             | B   |
| Dreamwell, Ltd.                 | 420150              | BABY BEAUTY   |
| Dreamwell, Ltd.                 | 1324572             | BABY BEAUTYREST BACK CARE IV                              |
| Dreamwell, Ltd.                 | 1154910             | BACK GUARD  |
| Dreamwell, Ltd.                 | 1780316             | BACK SHIELD   |
| Dreamwell, Ltd.                 | 982543              | BACK-O-PEDIC  |
| Dreamwell, Ltd.                 | 2780549             | BACKARE KIDS (Stylized) AND DESIGN                        |
| Dreamwell, Ltd.                 | 3534412             | BACKCARE  |
| Dreamwell, Ltd.                 | 813001              | BACKCARE  |
| Dreamwell, Ltd.                 | 3228657             | BACKCARE BABY   |
| Dreamwell, Ltd.                 | 2835187             | BACKCARE KIDS   |
| Dreamwell, Ltd.                 | 1378122             | BEAUTY CLOUD  |

|                 |         |                                  |
|-----------------|---------|----------------------------------|
| Dreamwell, Ltd. | 1198771 | BEAUTY SLEEP                     |
| Dreamwell, Ltd. | 1833346 | BEAUTY-EDGE                      |
| Dreamwell, Ltd. | 566513  | BEAUTYFOAM (Stylized)            |
| Dreamwell, Ltd. | 1710062 | BEAUTYLOFT                       |
| Dreamwell, Ltd. | 1788183 | BEAUTYREST                       |
| Dreamwell, Ltd. | 1904444 | BEAUTYREST                       |
| Dreamwell, Ltd. | 2010820 | BEAUTYREST                       |
| Dreamwell, Ltd. | 2791028 | BEAUTYREST                       |
| Dreamwell, Ltd. | 2585251 | BEAUTYREST                       |
| Dreamwell, Ltd. | 3591976 | BEAUTYREST                       |
| Dreamwell, Ltd. | 602721  | BEAUTYREST (Stylized)            |
| Dreamwell, Ltd. | 4003287 | BEAUTYREST (STYLIZED)            |
| Dreamwell, Ltd. | 207821  | BEAUTYREST (Stylized)            |
| Dreamwell, Ltd. | 512535  | BEAUTYREST (Stylized)            |
| Dreamwell, Ltd. | 4003288 | BEAUTYREST (Stylized) AND DESIGN |
| Dreamwell, Ltd. | 4003290 | BEAUTYREST ANNIVERSARY           |
| Dreamwell, Ltd. | 3595555 | BEAUTYREST BEGINNINGS            |
| Dreamwell, Ltd. | 3731745 | BEAUTYREST BLACK                 |
| Dreamwell, Ltd. | 3731746 | BEAUTYREST BLACK                 |
| Dreamwell, Ltd. | 4122426 | BEAUTYREST BLACK BEYOND          |
| Dreamwell, Ltd. | 1404977 | BEAUTYREST CONTINENTAL           |
| Dreamwell, Ltd. | 3796389 | BEAUTYREST STUDIO                |
| Dreamwell, Ltd. | 4119041 | BEAUTYSOFT                       |
| Dreamwell, Ltd. | 732490  | BELMONT                          |
| Dreamwell, Ltd. | 513425  | BELMONT (Stylized)               |
| Dreamwell, Ltd. | 4126554 | BEST OF BOTH WORLDS              |
| Dreamwell, Ltd. | 4132406 | BETTER SLEEP THROUGH SCIENCE     |
| Dreamwell, Ltd. | 2380003 | BIRMINGHAM                       |
| Dreamwell, Ltd. | 4135963 | BOWLING BALL MATTRESS            |
| Dreamwell, Ltd. | 2033494 | BRUSSELS                         |
| Dreamwell, Ltd. | 1324591 | CARESSE                          |
| Dreamwell, Ltd. | 2089232 | CHAMBOURG                        |
| Dreamwell, Ltd. | 1988659 | CHELSEA                          |
| Dreamwell, Ltd. | 2158865 | COLLECTOR'S EDITION              |
| Dreamwell, Ltd. | 1961293 | COLUMBIA                         |
| Dreamwell, Ltd. | 3986150 | COMFOR PEDIC LOFT                |
| Dreamwell, Ltd. | 3189821 | COMFOR-PEDIC                     |
| Dreamwell, Ltd. | 2925407 | COMFORT ADVANTAGE                |

|                 |         |                                   |
|-----------------|---------|-----------------------------------|
| Dreamwell, Ltd. | 1521862 | CONCORDE                          |
| Dreamwell, Ltd. | 2036089 | CONTENDER                         |
| Dreamwell, Ltd. | 2036091 | CONTESTANT                        |
| Dreamwell, Ltd. | 3998535 | CONTOUR FIT                       |
| Dreamwell, Ltd. | 1359240 | CONTOUR-FLEX                      |
| Dreamwell, Ltd. | 612187  | CORRECT POSTURE                   |
| Dreamwell, Ltd. | 2622831 | CUMULUS                           |
| Dreamwell, Ltd. | 1988651 | CYPRESS                           |
| Dreamwell, Ltd. | 3727951 | DEEP SLEEP                        |
| Dreamwell, Ltd. | 0283763 | DEEP SLEEP (STYLIZED)             |
| Dreamwell, Ltd. | 518793  | DEEPSLEEP                         |
| Dreamwell, Ltd. | 318383  | DREAM SLEEP (Stylized AND DESIGN) |
| Dreamwell, Ltd. | 2884857 | DREAMWELL                         |
| Dreamwell, Ltd. | 506989  | DREAMWELL (Stylized)              |
| Dreamwell, Ltd. | 609109  | DUAL COMFORT (Stylized)           |
| Dreamwell, Ltd. | 525695  | DUCHESS (Stylized)                |
| Dreamwell, Ltd. | 1042926 | ECONO-PEDIC                       |
| Dreamwell, Ltd. | 3116488 | EDGE                              |
| Dreamwell, Ltd. | 2349540 | EDMONTON                          |
| Dreamwell, Ltd. | 1747133 | EMINENCE                          |
| Dreamwell, Ltd. | 1993518 | EMPEROR                           |
| Dreamwell, Ltd. | 2882523 | EMPORIA                           |
| Dreamwell, Ltd. | 3901285 | ENDUROTECH                        |
| Dreamwell, Ltd. | 2201922 | ENTRE                             |
| Dreamwell, Ltd. | 2079253 | EQUATION OF SLEEP                 |
| Dreamwell, Ltd. | 2091655 | EVENING WHISPER                   |
| Dreamwell, Ltd. | 3574122 | EVENLOFT                          |
| Dreamwell, Ltd. | 3444156 | EVERNU                            |
| Dreamwell, Ltd. | 3365492 | EXCEPTIONALE                      |
| Dreamwell, Ltd. | 811703  | FABRISAN                          |
| Dreamwell, Ltd. | 2381833 | FARMINGTON                        |
| Dreamwell, Ltd. | 2036088 | FINALIST                          |
| Dreamwell, Ltd. | 2185599 | FIRST IMPRESSION                  |
| Dreamwell, Ltd. | 2017737 | FOREST GLEN                       |
| Dreamwell, Ltd. | 865743  | GLAMOUREST                        |
| Dreamwell, Ltd. | 2363836 | GLENDALE                          |
| Dreamwell, Ltd. | 2017733 | GLENWOOD                          |
| Dreamwell, Ltd. | 1556867 | GOLDEN VALUE                      |



|                 |         |  |
|-----------------|---------|--|
| Dreamwell, Ltd. | 1988658 | GREENWICH  |
| Dreamwell, Ltd. | 1697653 | HARMONY  |
| Dreamwell, Ltd. | 3686551 | HEALTHSMART  |
| Dreamwell, Ltd. | 3233968 | HEALTHSMART  |
| Dreamwell, Ltd. | 3146026 | HEALTHSMART  |
| Dreamwell, Ltd. | 3169210 | HEALTHSMART THE BEST MATTRESS FOR A CLEAN AND HEALTHY SLEEP ENVIRONMENT  |
| Dreamwell, Ltd. | 3237793 | HEALTHSMART THE BEST MATTRESS FOR A CLEAN AND HEALTHY SLEEP ENVIRONMENT (Stylized) AND DESIGN                        |
| Dreamwell, Ltd. | 3344672 | HEALTHSMART THE BEST MATTRESS FOR A CLEAN AND HEALTHY SLEEP ENVIRONMENT (Stylized) AND DESIGN                        |
| Dreamwell, Ltd. | 3280315 | HEALTHSMART THE BEST MATTRESS FOR A CLEAN AND HEALTHY SLEEP ENVIRONMENT (Stylized) AND DESIGN (with zip, wash, zzz)  |
| Dreamwell, Ltd. | 3218453 | HEALTHSMART THE BEST MATTRESS FOR A CLEAN AND HEALTHY SLEEP ENVIRONMENT (Stylized) AND DESIGN (with zip, wash, zzzz) |
| Dreamwell, Ltd. | 3177497 | HEALTHSMART THE BEST MATTRESS FOR A CLEAN AND HEALTHY SLEEP ENVIRONMENT (Stylized) AND DESIGN (with zip, wash, zzzz) |
| Dreamwell, Ltd. | 522187  | HIDE-A-BED   |
| Dreamwell, Ltd. | 3145987 | HIS SIDE HER SIDE  |
| Dreamwell, Ltd. | 3145988 | HIS SIDE HER SIDE COLLECTION (Stylized) AND DESIGN   |
| Dreamwell, Ltd. | 1922058 | JEFFERSON LUXURY   |
| Dreamwell, Ltd. | 2847323 | KENNEDY  |
| Dreamwell, Ltd. | 1211581 | KLIK-LOK   |
| Dreamwell, Ltd. | 881255  | LA GRANDE  |
| Dreamwell, Ltd. | 2826143 | LATITUDES  |
| Dreamwell, Ltd. | 1895134 | LINCOLN  |
| Dreamwell, Ltd. | 1900677 | LORRAINE   |
| Dreamwell, Ltd. | 2548303 | MADISON AVENUE   |
| Dreamwell, Ltd. | 1955483 | MARQUIS  |
| Dreamwell, Ltd. | 970738  | MAXIPEDIC  |
| Dreamwell, Ltd. | 3261442 | MAXIPEDIC  |
| Dreamwell, Ltd. | 2017734 | MEADOWBROOK  |
| Dreamwell, Ltd. | 2036090 | MEDALIST   |
| Dreamwell, Ltd. | 2811525 | MESMERICIS   |
| Dreamwell, Ltd. | 1988644 | MILAN  |
| Dreamwell, Ltd. | 592194  | MISCELLANEOUS DESIGN   |
| Dreamwell, Ltd. | 4026980 | MISCELLANEOUS DESIGN (Infinity Symbol)   |

|                 |         |  |
|-----------------|---------|--|
| Dreamwell, Ltd. | 4159253 | MISCELLANEOUS DESIGN (Large Swoosh)    |
| Dreamwell, Ltd. | 4174462 | MISCELLANEOUS DESIGN (Recharge Icon 1) |
| Dreamwell, Ltd. | 3189714 | MOISTUREBAN                            |
| Dreamwell, Ltd. | 513421  | MONARCH                                |
| Dreamwell, Ltd. | 2794380 | MONROE                                 |
| Dreamwell, Ltd. | 3464540 | MY BABY'S BEAUTYREST                   |
| Dreamwell, Ltd. | 3216509 | MYSTERE                                |
| Dreamwell, Ltd. | 1991332 | MYSTIC                                 |
| Dreamwell, Ltd. | 3752729 | NASSAU                                 |
| Dreamwell, Ltd. | 3416120 | NATURAL CARE                           |
| Dreamwell, Ltd. | 578082  | NEW YORKER                             |
| Dreamwell, Ltd. | 3755191 | NUVÖ                                   |
| Dreamwell, Ltd. | 3360838 | NUVÖ SLEEP SYSTEM                      |
| Dreamwell, Ltd. | 3620138 | NXG                                    |
| Dreamwell, Ltd. | 2019233 | OAKDALE                                |
| Dreamwell, Ltd. | 518794  | OLYMPIC                                |
| Dreamwell, Ltd. | 2532958 | PALM SPRINGS                           |
| Dreamwell, Ltd. | 1542562 | PARAMOUNT                              |
| Dreamwell, Ltd. | 1773632 | PARLIAMENT COLLECTION                  |
| Dreamwell, Ltd. | 4112546 | PHENOM                                 |
| Dreamwell, Ltd. | 2739984 | PIEDMONT                               |
| Dreamwell, Ltd. | 2478738 | POCKETED COIL                          |
| Dreamwell, Ltd. | 2191136 | POCKET REST                            |
| Dreamwell, Ltd. | 1320759 | POLYCEL                                |
| Dreamwell, Ltd. | 2418259 | POWER SLEEP                            |
| Dreamwell, Ltd. | 2407982 | POWERBEAM                              |
| Dreamwell, Ltd. | 1993378 | PROVIDENCE                             |
| Dreamwell, Ltd. | 2038305 | QUEBEC                                 |
| Dreamwell, Ltd. | 1988639 | REBECCA                                |
| Dreamwell, Ltd. | 2039393 | RIVAL                                  |
| Dreamwell, Ltd. | 1901372 | ROOSEVELT                              |
| Dreamwell, Ltd. | 3215296 | ROOSEVELT                              |
| Dreamwell, Ltd. | 513422  | ROYALTY (Stylized)                     |
| Dreamwell, Ltd. | 1988645 | RYAN                                   |
| Dreamwell, Ltd. | 2219191 | S SIMMONS (Stylized) AND DESIGN        |
| Dreamwell, Ltd. | 4003289 | S SIMMONS (Stylized) AND DESIGN        |
| Dreamwell, Ltd. | 2992876 | S SIMMONS (Stylized) AND DESIGN        |
| Dreamwell, Ltd. | 3781904 | S SIMMONS KIDS (Stylized) AND DESIGN   |

|                 |         |                                    |
|-----------------|---------|------------------------------------|
| Dreamwell, Ltd. | 2811526 | SANCTUM                            |
| Dreamwell, Ltd. | 604475  | SEA BREEZE (Stylized)              |
| Dreamwell, Ltd. | 2826142 | SHOOTING STAR                      |
| Dreamwell, Ltd. | 730091  | SILVER LABEL                       |
| Dreamwell, Ltd. | 3595509 | SIM-GARD                           |
| Dreamwell, Ltd. | 787168  | SIMCREST                           |
| Dreamwell, Ltd. | 532319  | SIMMONS                            |
| Dreamwell, Ltd. | 2810380 | SIMMONS                            |
| Dreamwell, Ltd. | 2022446 | SIMMONS                            |
| Dreamwell, Ltd. | 2146787 | SIMMONS                            |
| Dreamwell, Ltd. | 3275776 | SIMMONS KIDS                       |
| Dreamwell, Ltd. | 3275777 | SIMMONS KIDS                       |
| Dreamwell, Ltd. | 3344671 | SIMMONS KIDS                       |
| Dreamwell, Ltd. | 3781905 | SIMMONS KIDS                       |
| Dreamwell, Ltd. | 3344673 | SIMMONS KIDS (Stylized) AND DESIGN |
| Dreamwell, Ltd. | 3360152 | SIMMONS KIDS (Stylized) AND DESIGN |
| Dreamwell, Ltd. | 3610283 | SLEEP 'N MORE                      |
| Dreamwell, Ltd. | 3804347 | SLEEP 4 YEARS                      |
| Dreamwell, Ltd. | 638778  | SLEEPERS CHOICE                    |
| Dreamwell, Ltd. | 682875  | SLUMBER ROYAL                      |
| Dreamwell, Ltd. | 524621  | SLUMBER TIME                       |
| Dreamwell, Ltd. | 1175204 | SLUMBERLAND                        |
| Dreamwell, Ltd. | 2052985 | SLUMBERLAND                        |
| Dreamwell, Ltd. | 2091517 | SLUMBERLAND (STYLIZED)             |
| Dreamwell, Ltd. | 297286  | SLUMBERLAND (Stylized)             |
| Dreamwell, Ltd. | 3215295 | SLUMBERPEDIC                       |
| Dreamwell, Ltd. | 578054  | SLUMBERPEDIC (Stylized) AND DESIGN |
| Dreamwell, Ltd. | 4129530 | SMART RESPONSE                     |
| Dreamwell, Ltd. | 1812950 | SPECTRUM                           |
| Dreamwell, Ltd. | 2378110 | ST. ANDREW                         |
| Dreamwell, Ltd. | 2083945 | ST. CAROLINE                       |
| Dreamwell, Ltd. | 1893150 | ST. LAWRENCE                       |
| Dreamwell, Ltd. | 2371682 | ST. MARK                           |
| Dreamwell, Ltd. | 2091139 | ST. MARTIN                         |
| Dreamwell, Ltd. | 2373835 | ST. RICHARD                        |
| Dreamwell, Ltd. | 2091138 | ST. STEPHEN                        |
| Dreamwell, Ltd. | 2083943 | ST. THOMAS                         |
| Dreamwell, Ltd. | 2854672 | STARRY SKY                         |

|                 |         |                                   |
|-----------------|---------|-----------------------------------|
| Dreamwell, Ltd. | 760360  | SULTAN                            |
| Dreamwell, Ltd. | 2912053 | SUPER POCKETED COIL               |
| Dreamwell, Ltd. | 2030862 | THE DO NOT DISTURB MATTRESS       |
| Dreamwell, Ltd. | 1349436 | THE ULTIMATE AMENITY              |
| Dreamwell, Ltd. | 3785779 | TRANSFLEXION                      |
| Dreamwell, Ltd. | 515127  | TRAVELER (Stylized)               |
| Dreamwell, Ltd. | 1988656 | TRIBEKA                           |
| Dreamwell, Ltd. | 2373836 | TRIDENT                           |
| Dreamwell, Ltd. | 2732503 | TRITON                            |
| Dreamwell, Ltd. | 4162489 | TRUENERGY                         |
| Dreamwell, Ltd. | 1931251 | TUDOR                             |
| Dreamwell, Ltd. | 3414825 | TWO STORY                         |
| Dreamwell, Ltd. | 2648539 | TWO STORY (Stylized)              |
| Dreamwell, Ltd. | 1554755 | ULTRA FIT                         |
| Dreamwell, Ltd. | 672494  | VANDERBILT                        |
| Dreamwell, Ltd. | 4070966 | VARIFORM ADVANCED POCKETED COIL   |
| Dreamwell, Ltd. | 522243  | VOGUE                             |
| Dreamwell, Ltd. | 768188  | WALL-A-BED                        |
| Dreamwell, Ltd. | 3877086 | WESTMINSTER                       |
| Dreamwell, Ltd. | 3328631 | WHAT'S YOUR FAVORITE POSITION     |
| Dreamwell, Ltd. | 2028820 | WILLOWBROOK                       |
| Dreamwell, Ltd. | 1875283 | WINCHESTER                        |
| Dreamwell, Ltd. | 1898953 | WINDSOR                           |
| Dreamwell, Ltd. | 3409551 | WINDSOR FINE BEDDING              |
| Dreamwell, Ltd. | 3409550 | WINDSOR MATTRESS COMPANY          |
| Dreamwell, Ltd. | 2717164 | WORLD CLASS                       |
| Dreamwell, Ltd. | 866628  | WORLD OF SLEEP                    |
| Dreamwell, Ltd. | 1959612 | WORLD'S FINEST BEDDING SINCE 1870 |
| Dreamwell, Ltd. | 1696129 | ADJUSTABLE BED                    |
| Dreamwell, Ltd. | 3393270 | BEAUTYREST BLACK                  |
| Dreamwell, Ltd. | 3046598 | COLUMBIA FINE BEDDING             |
| Dreamwell, Ltd. | 2146996 | BEAUTYREST POCKETED COIL          |
| Dreamwell, Ltd. | 523897  | EMPRESS                           |
| Dreamwell, Ltd. | 4151785 | LIVING LIFE FULLY CHARGED         |
| Dreamwell, Ltd. | 4151768 | RECHARGE                          |
| Dreamwell, Ltd. | 2070092 | SLUMBERLAND                       |
| Dreamwell, Ltd. | 712512  | SLUMBERMATIC                      |
| Dreamwell, Ltd. | 3019827 | WE'VE GOT THE EDGE! (Stylized)    |

*U.S. Trademark Applications*

| OWNER                           | APPLICATION NUMBER | TRADEMARK                                |
|---------------------------------|--------------------|--|
| National Bedding Company L.L.C. | 85/497366          | ESSENTIAL ELEMENTS                       |
| Dreamwell, Ltd.                 | 85/522613          | BEAUTYREST (Stylized) AND DESIGN         |
| Dreamwell, Ltd.                 | 85/070676          | BEAUTYREST (Stylized) AND DESIGN         |
| Dreamwell, Ltd.                 | 77/889716          | BEAUTYREST ELEMENTS                      |
| Dreamwell, Ltd.                 | 77/921715          | BEAUTYREST FOREVER                       |
| Dreamwell, Ltd.                 | 77/929430          | BETTER SLEEP FOR THE TWO OF YOU          |
| Dreamwell, Ltd.                 | 85/522784          | COMFORPEDIC (Stylized)                   |
| Dreamwell, Ltd.                 | 85/441761          | GelTouch                                 |
| Dreamwell, Ltd.                 | 77/655332          | INTELLIGENT SPRING SYSTEM                |
| Dreamwell, Ltd.                 | 85/402499          | IT'S YOU, FULLY RECHARGED                |
| Dreamwell, Ltd.                 | 85/402606          | IT'S YOU, FULLY CHARGED                  |
| Dreamwell, Ltd.                 | 85/433682          | LIVING LIFE FULLY CHARGED                |
| Dreamwell, Ltd.                 | 85/526085          | MISCELLANEOUS DESIGN (Recharge Icon 1.1) |
| Dreamwell, Ltd.                 | 85/433743          | MISCELLANEOUS DESIGN (Recharge Icon 2)   |
| Dreamwell, Ltd.                 | 85/433782          | MISCELLANEOUS DESIGN (Recharge Icon 3)   |
| Dreamwell, Ltd.                 | 85/522862          | RECHARGE THE HUMAN BATTERY               |
| Dreamwell, Ltd.                 | 85/522563          | S SIMMONS (Stylized) AND DESIGN          |
| Dreamwell, Ltd.                 | 77/947291          | QUINTESSENCE                             |
| Dreamwell, Ltd.                 | 85/249909          | REACTION MATERIAL                        |
| Dreamwell, Ltd.                 | 85/673597          | RECHARGE                                 |
| Dreamwell, Ltd.                 | 85/433687          | RECHARGING STATION                       |
| Dreamwell, Ltd.                 | 85/233195          | ST. DOMINICK                             |
| Dreamwell, Ltd.                 | 85/094742          | HAUTE COUTURE                            |
| Dreamwell, Ltd.                 | 85/086854          | THE 1925 CLUB                            |
| Dreamwell, Ltd.                 | 85/698114          | CURV                                     |
| Dreamwell, Ltd.                 | 85/686699          | NUFLEX                                   |
| Dreamwell, Ltd.                 | 85/721256          | MY CLIMATE                               |

**Schedule II**  
**Patents**

*United States Patent Registrations*

| OWNER           | REGISTRATION NUMBER | DESCRIPTION  |
|-----------------|---------------------|--|
| DREAMWELL, LTD. | 7748066             | MATTRESS CENTER RIDGE COMPENSATOR                              |
| DREAMWELL, LTD. | 7047581             | STRANDED MATTRESS SPRING                                       |
| DREAMWELL, LTD. | 8099811             | MULTI-STRANDED COIL SPRING                                     |
| DREAMWELL, LTD. | 6944899             | STRANDED MATTRESS SPRING                                       |
| DREAMWELL, LTD. | 7168117             | MULTI-STRANDED COIL SPRING                                     |
| DREAMWELL, LTD. | 6931685             | ONE-SIDED MATTRESS   |
| DREAMWELL, LTD. | 7418753             | ONE-SIDED MATTRESS   |
| DREAMWELL, LTD. | 7814594             | ONE-SIDED MATTRESS   |
| DREAMWELL, LTD. | 6799344             | TITANIUM MATTRESS MEMBER                                       |
| DREAMWELL, LTD. | 7624464             | TITANIUM MATTRESS MEMBER                                       |
| DREAMWELL, LTD. | 8127383             | TITANIUM MATTRESS MEMBER                                       |
| DREAMWELL, LTD. | 6983499             | ADJUSTABLE BED SHIELDS   |
| DREAMWELL, LTD. | 7827637             | MATTRESS WITH FLAME RESISTANT MOISTURE BARRIER                 |
| DREAMWELL, LTD. | 7992240             | MATTRESS WITH PIVOTING MEMBER ATTACHED TO ADJUSTABLE BED FRAME |
| DREAMWELL, LTD. | 6901618             | Low profile mattress   |
| DREAMWELL, LTD. | 7581271             | Low profile mattress   |
| DREAMWELL, LTD. | 8006529             | Methods for manufacturing coil springs                         |
| DREAMWELL, LTD. | 8033231             | Panel quilt machine with feeder providing reduced downtime     |
| DREAMWELL, LTD. | 7017205             | Plastic mattress foundation                                    |
| DREAMWELL, LTD. | 7174583             | ADJUSTABLE HEIGHT FOUNDATION                                   |
| DREAMWELL, LTD. | 7690096             | METHOD OF MANUFACTURING AN AGED MATTRESS ASSEMBLY              |
| DREAMWELL, LTD. | 7036173             | CHANNEL-CUT CUSHION SUPPORTS                                   |
| DREAMWELL, LTD. | 7424763             | CHANNEL-CUT CUSHION SUPPORTS                                   |
| DREAMWELL, LTD. | 7370380             | Mattress with removable top                                    |
| DREAMWELL, LTD. | 7587775             | Mattress with removable top                                    |
| DREAMWELL, LTD. | 8181293             | Mattress with removable top                                    |
| DREAMWELL, LTD. | 7849542             | MATTRESSES HAVING FLAME RESISTANT PANEL                        |
| DREAMWELL, LTD. | 7174613             | Method for manufacturing a foam core having channel cuts       |
| DREAMWELL, LTD. | 6772463             | PERIMETER STIFFENING SYSTEM FOR A FOAM MATTRESS                |
| DREAMWELL, LTD. | 7219381             | PERIMETER STIFFENING SYSTEM FOR A FOAM MATTRESS                |
| DREAMWELL, LTD. | 7574763             | PERIMETER STIFFENING SYSTEM FOR A FOAM MATTRESS                |
| DREAMWELL, LTD. | 8001639             | PERIMETER STIFFENING SYSTEM FOR A FOAM MATTRESS                |
| DREAMWELL, LTD. | 5749133             | METHOD AND APPARATUS FOR FORMING STRINGS OF POCKETED SPRINGS   |
| DREAMWELL, LTD. | 6243900             | One-Sided Mattress Construction                                |

|                 |         |  |
|-----------------|---------|--|
| DREAMWELL, LTD. | 7096528 | BED CONSTRUCTION WITH REDUCED SAGGING  |
| DREAMWELL, LTD. | 7444706 | BED CONSTRUCTION WITH REDUCED SAGGING  |
| DREAMWELL, LTD. | 6408469 | BED CONSTRUCTION WITH REDUCED SAGGING  |
| DREAMWELL, LTD. | 6561047 | METHOD AND SYSTEM FOR ANALYZING MOTION TRANSFERRED TO A SUBJECT ON A SLEEPING SURFACE  |
| DREAMWELL, LTD. | 6792819 | METHOD AND SYSTEM FOR ANALYZING MOTION TRANSFERRED TO A SUBJECT ON A SLEEPING SURFACE  |
| DREAMWELL, LTD. | 5572853 | METHOD AND APPARATUS FOR CONDITIONING POCKETED COIL SPRINGS                            |
| DREAMWELL, LTD. | 5553443 | METHOD FOR CREATING STRINGS OF POCKETED COIL SPRINGS                                   |
| DREAMWELL, LTD. | 5444905 | APPARATUS FOR MANUFACTURING MATTRESSES AND BOX SPRINGS                                 |
| DREAMWELL, LTD. | 5974993 | QUILTED BORDER WINDER APPARATUS SYSTEM AND METHOD                                      |
| DREAMWELL, LTD. | 6098224 | PILLOW TOP MATTRESS ASSEMBLIES   |
| DREAMWELL, LTD. | 5621935 | METHOD AND APPARATUS FOR PROVIDING IMPROVED POCKETED INNERSPRING CONSTRUCTIONS         |
| DREAMWELL, LTD. | 5471725 | METHOD FOR MANUFACTURING MATTRESSES OR BOX SPRINGS, INCLUDING IMPROVED SPRING TRANSFER |
| DREAMWELL, LTD. | D655965 | FOOT PROTECTOR FOR A MATTRESS WITH A REVEAL  |
| DREAMWELL, LTD. | D621197 | MATTRESS   |
| DREAMWELL, LTD. | D661925 | COIL SPRING  |
| DREAMWELL, LTD. | 7200884 | MATTRESS ASSEMBLY AND MANUFACTURING PROCESS FOR A MATTRESS USING ADHESIVE PATCHES      |
| DREAMWELL, LTD. | 7424762 | MATTRESS ASSEMBLY AND MANUFACTURING PROCESS FOR A MATTRESS USING ADHESIVE PATCHES      |
| DREAMWELL, LTD. | D551012 | MATTRESS COVER WITH QUILT PATTERN  |
| DREAMWELL, LTD. | D552397 | MATTRESS COVER WITH QUILT PATTERN  |
| DREAMWELL, LTD. | D551011 | MATTRESS COVER WITH QUILT PATTERN  |
| DREAMWELL, LTD. | D517844 | PLASTIC MATTRESS FOUNDATION DRAWER   |
| DREAMWELL, LTD. | 6804849 | QUILTED MATTRESS COVER WITH INVERTED SEAM  |
| DREAMWELL, LTD. | 6944900 | QUILTED MATTRESS COVER WITH INVERTED SEAM  |
| DREAMWELL, LTD. | 7395568 | SELF-CONTAINED ARTICULATED MATTRESS  |
| DREAMWELL, LTD. | 5940908 | REINFORCED BEDDING FOUNDATIONS   |
| DREAMWELL, LTD. | 7165282 | HINGED FOAM ASSEMBLY FOR MATTRESS MANUFACTURING  |
| DREAMWELL, LTD. | 6772530 | MATTRESS SIZING AND DISPLAY APPARATUS  |
| DREAMWELL, LTD. | 6493887 | BOX SPRING CORNER GUARD  |
| DREAMWELL, LTD. | 6687929 | BOX SPRING CORNER GUARD  |
| DREAMWELL, LTD. | 6557198 | MATTRESS AND BED ASSEMBLY PROVIDING AN ENLARGED SLEEPING SURFACE AREA                  |
| DREAMWELL, LTD. | 6678905 | MATTRESS AND BED ASSEMBLY PROVIDING AN ENLARGED SLEEPING SURFACE AREA                  |
| DREAMWELL, LTD. | 7103933 | MATTRESS AND BED ASSEMBLY PROVIDING AN ENLARGED SLEEPING SURFACE AREA                  |
| DREAMWELL, LTD. | 6519798 | MATTRESS AND BED ASSEMBLY PROVIDING AN ENLARGED SLEEPING SURFACE AREA                  |
| DREAMWELL, LTD. | 6718726 | METHOD AND APPARATUS FOR STORING AND TRANSPORTING STRINGS OF POCKETED COILS            |

|                 |         |   |
|-----------------|---------|---|
| DREAMWELL, LTD. | 6263532 | METHODS AND APPARATUS FOR REFURBISHING BEDDING MATTRESSES         |
| DREAMWELL, LTD. | 6216292 | PROTECTIVE MATTRESS COVER WITH APRON                              |
| DREAMWELL, LTD. | RE36142 | METHOD OF PACKAGING RESILIENTLY COMPRESSIBLE ARTICLES             |
| DREAMWELL, LTD. | D655938 | ADJUSTABLE BASE FOR A BED   |
| DREAMWELL, LTD. | 5499414 | INNERSPRING CONSTRUCTION INCLUDING IMPROVED EDGE CHARACTERISTICS  |
| DREAMWELL, LTD. | 5557813 | KNOCK DOWN MATTRESS SYSTEM  |
| DREAMWELL, LTD. | 5469589 | KNOCK DOWN FOUNDATION FOR A BED                                   |
| DREAMWELL, LTD. | 5311624 | MATTRESS HAVING 2-PLY MOISTURE BARRIER AND REPLACEABLE UPHOLSTERY |
| DREAMWELL, LTD. | 5613287 | METHOD FOR FORMING STRINGS OF POCKETED SPRINGS                    |
| DREAMWELL, LTD. | 5987678 | MULTIPLE FIRMNESS MATTRESS  |
| DREAMWELL, LTD. | 8250689 | CHANNEL-CUT CUSHION SUPPORTS                                      |

*United States Patent Applications*

| OWNER           | APPLICATION NUMBER | DESCRIPTION   |
|-----------------|--------------------|---|
| DREAMWELL, LTD. | 10/750450          | METHODS FOR MANUFACTURING ENCASED MATTRESSES  |
| DREAMWELL, LTD. | 13/356003          | MULTI-STRANDED COIL SPRING  |
| DREAMWELL, LTD. | 11/416927          | Mattress with crowned panel   |
| DREAMWELL, LTD. | 11/922739          | Mattress or mattress pad with gel section   |
| DREAMWELL, LTD. | 13/354571          | Mattress or mattress pad with gel section   |
| DREAMWELL, LTD. | 13/307367          | Systems and methods for hinged bedding assemblies   |
| DREAMWELL, LTD. | 13/165241          | Methods for Manufacturing Coil Springs  |
| DREAMWELL, LTD. | 10/750540          | Methods for manufacturing encased mattresses  |
| DREAMWELL, LTD. | 12/732876          | METHOD OF MANUFACTURING AN AGED MATTRESS ASSEMBLY   |
| DREAMWELL, LTD. | 12/624634          | Systems and methods for mattress assemblies with attached customer assistance sensory devices |
| DREAMWELL, LTD. | 12/806723          | Systems and methods for manufacturing springs with foam characteristics                       |
| DREAMWELL, LTD. | 12/953026          | MATTRESSES HAVING FLAME RESISTANT PANEL   |
| DREAMWELL, LTD. | 12/852143          | SYSTEMS AND METHODS FOR CUSHION SUPPORTS  |
| DREAMWELL, LTD. | 13/295845          | MATTRESS AND SIDE RAIL ASSEMBLY WITH HIGH AIRFLOW   |
| DREAMWELL, LTD. | 12/960269          | SHELL FOR MATTRESS FOR ADJUSTABLE BED   |
| DREAMWELL, LTD. | 29/366864          | MATTRESS BORDER   |



|                 |                        |   |
|-----------------|------------------------|---|
| DREAMWELL, LTD. | 13/015399              | Systems and Methods for Bedding with Sleep Diagnostics                        |
| DREAMWELL, LTD. | 13/096760              | Odorless Foam Mattress Assembly   |
| DREAMWELL, LTD. | 13/207569              | Fire Resistant Flange for Removable Top Panels for Use in Mattress Assemblies |
| DREAMWELL, LTD. | 13/292492              | SPRING COILS FOR INNERSPRING ASSEMBLIES AND METHODS OF MANUFACTURE            |
| DREAMWELL, LTD. | 13/006828              | SYSTEMS, METHODS AND DESIGNS FOR HANDLES IN FURNITURE                         |
| DREAMWELL, LTD. | 61/513090 <sup>1</sup> | MATTRESS ASSEMBLY WITH HIGH AIRFLOW   |
| DREAMWELL, LTD. | 61/513091              | FOAM MATTRESS ASSEMBLY WITH INCREASED AIRFLOW AND INDEPENDENT SUSPENSION      |
| DREAMWELL, LTD. | 61/545795              | INDEPENDENT SUSPENSION BEDDING SYSTEM   |
| DREAMWELL, LTD. | 61/545778              | MODULAR BEDDING SYSTEM  |
| DREAMWELL, LTD. | 61/549404              | Mattress Assemblies   |
| DREAMWELL, LTD. | 13/354015              | Mattress and Side Rail Assemblies Having High Airflow                         |
| DREAMWELL, LTD. | 61/561419              | Mattress Foundation   |
| DREAMWELL, LTD. | 29/411583              | Mattress  |
| DREAMWELL, LTD. | 29/411584              | Mattress  |
| DREAMWELL, LTD. | 29/411593              | Mattress  |
| DREAMWELL, LTD. | 61/569019              | MATTRESS ASSEMBLY   |
| DREAMWELL, LTD. | 29/424676              | MATTRESS HANDLE   |
| DREAMWELL, LTD. | 29/424677              | MATTRESS HANDLE   |
| DREAMWELL, LTD. | 13/548081              | CHANNEL CUT CUSHION SUPPORTS  |
| DREAMWELL, LTD. | 13/558092              | FOAM MATTRESS ASSEMBLY  |
| DREAMWELL, LTD. | 13/560386              | MATTRESS ASSEMBLY WITH HIGH AIRFLOW   |
| DREAMWELL, LTD. | 12/106216              | MICROALLOYED SPRING   |
| DREAMWELL, LTD. | 11/978869              | ASYMMETRICAL COMBINED CYLINDRICAL AND CONICAL SPRINGS                         |
| DREAMWELL, LTD. | 13/008720              | ASYMMETRICAL COMBINED CYLINDRICAL AND CONICAL SPRINGS                         |
| DREAMWELL, LTD. | 29/383932              | ASYMMETRIC COIL SPRING  |

<sup>1</sup> Application numbers beginning with "61" are provisional applications; no assignments have been made.

**Schedule III**  
**Copyrights**

*United States Copyright Registrations*

| OWNER(S)                        | TITLE   | REGISTRATION NO |
|---------------------------------|---|-----------------|
| National Bedding Company L.L.C. | America's Mattress 60 Second Jingle.                  | SR0000627763    |
| National Bedding Company L.L.C. | America's Mattress Jingle – 30 Seconds.               | SR0000628184    |
| Simmons Bedding Company         | It's never too early to start caring for your back.   | TX0004093430    |
| Simmons Bedding Company         | Simmons truckload sale.                               | TX0004752706    |
| Simmons Bedding Company         | BackCare floating man.                                | VA0000735511    |
| Simmons Bedding Company         | Dropping the ball.                                    | PA0000772109    |
| Simmons Bedding Company         | Dropping the ball.                                    | TX0004093428    |
| Simmons Bedding Company         | Beautyrest: The do-not-disturb mattress.              | TX0003673902    |
| Simmons Bedding Company         | Sleep Logic series.                                   | TX0003673901    |
| Simmons Bedding Company         | EOS: Equation of Sleep.                               | TX0003673900    |
| Simmons Bedding Company         | Beautyrest by Simmons. The physical fitness mattress. | TX0000189653    |