

Form PTO-1594 (Rev. 01-09)
OMB Collection 0654-0027 (exp. 03/28/2009)

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RECORDATION FORM COVER TRADEMARKS

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

1. Name of conveying party(ies):

Tempur-Pedic Management, LLC

- Individual(s)
- General Partnership
- Corporation- State: _____
- Other DE LLC
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

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

Execution Date(s) March 18, 2013

- Assignment
- Security Agreement
- Other Trademark Security Agreement
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Bank of America, N.A., as Collateral Agent

Internal

Address: _____

Street Address: Bank of America Plaza, 901 Main Street

City: Dallas

State: Texas

Country: U.S.A. Zip: 75202-3714

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other Bank

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 1 ATTACHED.

B. Trademark Registration No.(s)

SEE SCHEDULE 1 ATTACHED.

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: Thomas Fahey

Internal Address: National Corporate Research, Ltd.

Street Address: 1100 G Street, N.W., Suite 420

City: Washington

State: DC Zip: 20005

Phone Number: (202) 370-4761

Fax Number: (800) 494-7512

Email Address: ifahey@nationalcorp.com

6. Total number of applications and registrations involved:

221

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$5,540.00

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number 0478272013 KINUYEH 00000110 0070074

Authorized User Name 01 FL:0521

9. Signature:

Jackman
Signature

March 20, 2013

Date

Sonya Jackman

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 23

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



Supplement to Trademark Cover Sheet

This is a continuation of Item 1:

1. Additional name of conveying party:

SEALY TECHNOLOGY LLC
North Carolina LLC

Execution Date: March 18, 2013



**Schedule 1
to Trademark
Security Agreement**

TRADEMARK REGISTRATIONS

Owner	Trademark	Reg. No.
Sealy Technology LLC	ADVANCED GENERATION	2,678,874
Sealy Technology LLC	ADVANT-EDGE	3,691,263
Sealy Technology LLC	ALIGNMENT ZONE	3,503,073
Sealy Technology LLC	BABY DYNASTY	3,442,349
Sealy Technology LLC	BABY POSTUREPEDIC	688,300
Sealy Technology LLC	BACK SAVER	642,347
Sealy Technology LLC	BEDDY BYE (STYLIZED)	435,867
The Ohio Mattress Company Licensing and Components Group	BETTER SLEEP ON A SEALY	1,693,030
Sealy Technology LLC	BETTER SLEEP STARTS HERE	3,562,594
Sealy Technology LLC	BUTTERFLY LOGO	688,757
Sealy Technology LLC	COMFORT BUILT	3,573,897
Sealy Technology LLC	COMFORT LIFE	2,763,184
Sealy Technology LLC	COMFORT RESORT	3,591,173
Sealy Technology LLC	COMFORT SERIES	1,817,452
Sealy Technology LLC	COMFORT SUPPORT RATING	3,577,692
Sealy Technology LLC	CONVERTIBLE COLLECTION	3,659,583
Sealy Technology LLC	CSS COMFORT SUPPORT SYSTEM	3,503,046
Sealy Technology LLC	CSS LOGO DESIGN	3,593,136
Sealy Technology LLC	CUSHION FIRM	1,845,626
Sealy Technology LLC	DREAMEDGE	2,804,189
Sealy Technology LLC	DREAMENCASED EDGE	3,024,611
Sealy Technology LLC	DUAL SUPPORT SYSTEM	2,586,713
Sealy Technology LLC	DURAFIBER	2,319,967
Sealy Technology LLC	DURA-GUARD	766,372
Sealy Technology LLC	DYNASTY	723,310
Sealy Technology LLC	EDGEGUARD	1,887,925
Sealy Technology LLC	EMBODY	3,932,177
Sealy Technology LLC	EMBODY LOGO DESIGN	4,136,045

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Sealy Technology LLC	FLAWLESS FOAM ENCASEMENT	2,739,033
Sealy Technology LLC	FLEXOLATOR	3,503,074
Sealy Technology LLC	FOR THE REST OF US	3,684,115
Sealy Technology LLC	GET A BETTER SIX	3,620,545
Sealy Technology LLC	GOLDEN ELEGANCE	3,958,060
Sealy Technology LLC	HARBOR COLLECTION	3,706,582
Sealy Technology LLC	HEALTH-FLEX (STYLIZED)	372,691
Sealy Technology LLC	HERALD SQUARE	2,605,764
Sealy Technology LLC	HUMIDGUARD	727,707
Sealy Technology LLC	I LOVE THIS BED	2,938,495
Sealy Technology LLC	IF YOU CAN'T GET 8, GET A BETTER 6	3,686,904
Sealy Technology LLC	IN BED	4,067,169
Sealy Technology LLC	INFINILUX	3,912,880
Sealy Technology LLC	INSIGHTFUL	4,074,721
Sealy Technology LLC	INSPIRED BY NATURE. PERFECTED BY TECHNOLOGY.	3,632,728
Sealy Technology LLC	INTEGRA-LOK	1,731,151
Sealy Technology LLC	INTELLICOIL	3,703,461
Sealy Technology LLC	INTROSPECTION	4,074,272
Sealy Technology LLC	LIFTRIGHT	4,168,801
Sealy Technology LLC	LIKE SLEEPING ON A CLOUD	803,417
Sealy Technology LLC	MARVELUX	840,464
Sealy Technology LLC	MEMORY WORKS	3,971,744
Sealy Technology LLC	MICROSPAN	2,635,701
Sealy Technology LLC	MID-SUPPORT ZONE	1,863,393
Sealy Technology LLC	MID-ZONE	3,503,075
Sealy Technology LLC	MY FIRST POSTUREPEDIC	2,357,623
Sealy Technology LLC	NATURAL REST	3,692,575
Sealy Technology LLC	NATURE'S RESORT	3,591,172
Sealy Technology LLC	ORTHOZONE	3,564,125
Sealy Technology LLC	PALATIAL CREST	2,605,648

Owner	Trademark	Reg. No.
Sealy Technology LLC	PALATIAL CREST	2,806,577
Sealy Technology LLC	PERSONAL SLEEP ADVISOR	2,799,525
Sealy Technology LLC	PILLOWTOUCH	2,647,382
Sealy Technology LLC	POSTURE FOLD	2,602,242
Sealy Technology LLC	POSTURE LAYER	3,503,076
Sealy Technology LLC	POSTURE PREMIER	1,433,934
Sealy Technology LLC	POSTURECORE	3,489,803
Sealy Technology LLC	POSTURE-FOAM	583,913
Sealy Technology LLC	POSTUREMATIC	1,909,307
Sealy Technology LLC	POSTUREMATIC	1,229,861
Sealy Technology LLC	POSTUREPEDIC	2,272,969
Sealy Technology LLC	POSTUREPEDIC	2,953,347
Sealy Technology LLC	POSTUREPEDIC	3,295,118
Sealy Technology LLC	POSTUREPEDIC (STYLIZED)	619,058
Sealy Technology LLC	POSTUREPEDIC ELITE	1,554,714
Sealy Technology LLC	POSTUREPEDIC SUPPORT ONLY FROM SEALY	1,907,862
Sealy Technology LLC	POSTURE-REST (STYLIZED)	866,831
Sealy Technology LLC	POSTURESTEEL	2,153,832
Sealy Technology LLC	POSTURETECH	1,646,039
Sealy Technology LLC	POWERSPAN	2,747,155
Sealy Technology LLC	PRO BACK	4,139,608
Sealy Technology LLC	QUILTED INNER PILLOW	2,730,957
Sealy Technology LLC	REFLEXION	2,656,649
Sealy Technology LLC	RESILIUM	2,308,391
Sealy Technology LLC	RIGHTTOUCH	3,500,201
Sealy Technology LLC	S&F FOUNDED 1846 & DESIGN	3,245,300
Sealy Technology LLC	S&F LOGO	1,329,627
Sealy Technology LLC	SALON SERIES	3,706,581
Sealy Technology LLC	SEALY	1,733,089
Sealy Technology LLC	SEALY	2,271,114
Sealy Technology LLC	SEALY	2,953,348
Sealy Technology LLC	SEALY & DESIGN	3,299,334
Sealy Technology LLC	SEALY & LOGO	677,335
Sealy Technology LLC	SEALY & LOGO	1,189,347

Owner	Trademark	Reg. No.
Sealy Technology LLC	SEALY (BLOCK LETTERS)	3,299,332
Sealy Technology LLC	SEALY BABY PRESTIGE SLEEP	3,038,341
Sealy Technology LLC	SEALY BABY ULTRA CLASSIC	3,059,463
Sealy Technology LLC	SEALY BABY ULTRA REST	4,186,856
Sealy Technology LLC	SEALY CLASSIC SLEEP	3,042,570
Sealy Technology LLC	SEALY FLAME GUARD PROTECTIVE BARRIER	1,274,352
Sealy Technology LLC	SEALY FUTON & DESIGN	3,241,893
Sealy Technology LLC	SEALY KIDS AND DESIGN	2,615,632
Sealy Technology LLC	SEALY PILLOWFRESH	3,999,816
Sealy Technology LLC	SEALY POSTUREPEDIC	2,272,967
Sealy Technology LLC	SEALY POSTUREPEDIC ADVANTAGE	2,647,002
Sealy Technology LLC	SEALY SEATING SYSTEM	2,953,353
Sealy Technology LLC	SEALY SUPPORTS AMERICA	2,669,316
Sealy Technology LLC	SEALYFOAM	737,897
Sealy Technology LLC	SENSE & RESPOND	1,855,203
Sealy Technology LLC	SENSE & RESPOND SUPPORT SYSTEM	1,850,340
Sealy Technology LLC	SENSE-ALIGN	3,689,237
Sealy Technology LLC	SENSORY ARM	1,893,628
Sealy Technology LLC	SHOCK ABZZORBER	2,703,090
Sealy Technology LLC	SHOCK ABZZORBER PLUS	2,870,588
Sealy Technology LLC	SHOP EASILY CHOOSE WISELY SLEEP SOUNDLY	3,503,036
Sealy Technology LLC	SILVER DREAM	3,463,843
Sealy Technology LLC	SLEEPING ON A SEALY IS LIKE SLEEPING ON A CLOUD	2,540,951
Sealy Technology LLC	SLUMBERCREST	2,664,367
Sealy Technology LLC	SMART LATEX	3,719,372
Sealy Technology LLC	SPACETECH	3,545,010
Sealy Technology LLC	SPRINGFREE	3,245,635
Sealy Technology LLC	SPRING-FREE LOGO	3,240,866

Owner	Trademark	Reg. No.
	DESIGN	
Sealy Technology LLC	STAYTRUE	2,756,893
Sealy Technology LLC	STEARNS & FOSTER	981,071
Sealy Technology LLC	STEARNS & FOSTER	3,149,345
Sealy Technology LLC	STEARNS & FOSTER COUTURE	2,724,355
Sealy Technology LLC	STEARNS & FOSTER ESTATE	3,763,245
Sealy Technology LLC	STEARNS & FOSTER GIFT OF SLEEP	3,977,298
Sealy Technology LLC	STEELSPAN	954,428
Sealy Technology LLC	SUPPORT CHANNELS	3,313,377
Sealy Technology LLC	SUPPORT NEVER FELT SO SOFT	3,478,012
Sealy Technology LLC	SYNER-FLEX	2,815,234
Sealy Technology LLC	THE BACK DOCTOR'S BED	2,696,388
Sealy Technology LLC	TITANIUM DSX	4,165,425
Sealy Technology LLC	TITANIUM SS	4,165,424
Sealy Technology LLC	TRIFIRM POSTURE TOP	1,903,580
Sealy Technology LLC	TRUEFORM	3,419,868
Sealy Technology LLC	TRU-LOK	678,880
Sealy Technology LLC	TWICE THE LUXURY	2,669,317
Sealy Technology LLC	ULTRASTEEL	1,924,647
Sealy Technology LLC	UNICASED	2,890,398
Sealy Technology LLC	UNICASED & DESIGN	2,890,399
Sealy Technology LLC	UNIVERSITY OF SLEEP	1,734,158
Sealy Technology LLC	VARIABLE RESPONSE TECHNOLOGY	3,711,599
Sealy Technology LLC	VRT	3,711,598
Sealy Technology LLC	WE SUPPORT THE BACKBONE OF AMERICA	2,175,740
Sealy Technology LLC	WE SUPPORT YOU NIGHT AND DAY	2,646,747
	WHATEVER YOU DO IN BED, SEALY SUPPORTS IT	3,987,297
Sealy Technology LLC	XPANDEDGE	2,664,132
Sealy Technology LLC	YOU DESERVE A STEARNS & FOSTER	1,924,646
Sealy Technology LLC	YOU DESERVE A STEARNS & FOSTER	3,149,344

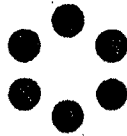
Owner	Trademark	Reg. No.
Sealy Technology LLC	YOU DESERVE A STEARNS & FOSTER MATTRESS WITH S&F	2,645,399
Tempur-Pedic Management, LLC	THE SIDEPILLOW BY TEMPUR-PEDIC	3259382
Tempur-Pedic Management, LLC	THE SOLUTION BED BY TEMPUR-PEDIC	3325826
Tempur-Pedic Management, LLC	THE RHAPSODYBED BY TEMPUR-PEDIC	3319861
Tempur-Pedic Management, LLC	THE BODYPILLOW BY TEMPUR-PEDIC	3319661
Tempur-Pedic Management, LLC	THE ORIGINALBED BY TEMPUR-PEDIC	3331263
Tempur-Pedic Management, LLC	MATTRESS OF THE STARS	3130507
Tempur-Pedic Management, LLC	THE ORIGINAL	3190275
Tempur-Pedic Management, LLC	MY TEMPUR-PEDIC TEDDY BEAR	3152176
Tempur-Pedic Management, LLC	SWEDISH SLEEP SYSTEM	2452364
Tempur-Pedic Management, LLC	TEMPUR-TEX	3437705
Tempur-Pedic Management, LLC	SOLUTIONS FOR COMFORT, PRESSURE, AND PAIN MANAGEMENT	3238985
Tempur-Pedic Management, LLC	THE TRAVELPILLOW BY TEMPUR-PEDIC	3759345
Tempur-Pedic Management, LLC	CHANGING THE WAY THE WORLD SLEEPS!	3049692

TRADEMARK APPLICATIONS

Owner	Trademark	Reg. No.
Sealy Technology LLC	ALWAYS DREAM	85/347,029
Sealy Technology LLC	BREAKFAST IN BED	85/178,575
Sealy Technology LLC	CARE SHIELD	77/952,730
Sealy Technology LLC	CARESSFLEX FOAM	85/396,663
Sealy Technology LLC	CLUB LEVEL	77/735,880
Sealy Technology LLC	COOLS YOU DOWN WHEN THINGS GET HOT	85/524,964
Sealy Technology LLC	G. S. STEARNS	85/419,139

Owner	Trademark	Reg. No.
Sealy Technology LLC	IN BED	85/178,576
Sealy Technology LLC	INDULGE QUILT	85/396,946
Sealy Technology LLC	IT'S BETTER ON SPRINGS	85/172,838
Sealy Technology LLC	LUX ESTATE	85/382,621
Sealy Technology LLC	NATURAL CHOICE	77/735,891
Sealy Technology LLC	OPTICOOOL	85/488,472
Sealy Technology LLC	OPTICORE	85/491,560
Sealy Technology LLC	OPTIGEL	85/542,985
Sealy Technology LLC	OPTIGEL	85/673,172
Sealy Technology LLC	OPTIMUM	85/679,930
Sealy Technology LLC	OPTIMUM	85/491,552
Sealy Technology LLC	OPTIMUM SEALY POSTUREPEDIC & Design	85/599,534
Sealy Technology LLC	OPTISENSE	85/489,532
Sealy Technology LLC	RESFLEX	85/712,907
Sealy Technology LLC	RESORT VIEW	77/735,875
Sealy Technology LLC	S&F FOUNDED 1846 & Design	85/684,347
Sealy Technology LLC	S&F FOUNDED 1846 & Design	85/679,938
Sealy Technology LLC	SEALY	85/656,724
Sealy Technology LLC	SEALY KIDS WE SUPPORT YOUR FUTURE	85/610,691
Sealy Technology LLC	SEALY POSTUREPEDIC	85/656,765
Sealy Technology LLC	SITRIGHT	85/235,714
Sealy Technology LLC	STEARNS & FOSTER	85/684,357
Sealy Technology LLC	STEARNS & FOSTER	85/679,935
Sealy Technology LLC	THE MOST SUPPORTIVE MATTRESS FOR ALL YOU DO IN BED	85/219,897
Sealy Technology LLC	TITANIUM DSI	85/235,721
Sealy Technology LLC	TOWER SUITE	77/735,883
Sealy Technology LLC	ULTRACORE	85/489,557
Sealy Technology LLC	ALOFT QUILT	85/779,713
Sealy Technology LLC	APEX	85/751,141
Sealy Technology LLC	CLASSIC DS	85/779,714
Sealy Technology LLC	CORESUPPORT CENTER	85/751,143
Sealy Technology LLC	FOREVER FLEX	85/738,586
Sealy Technology LLC	OPTILOFT OPPOSITION (IWI LIMITED)	85/632,961

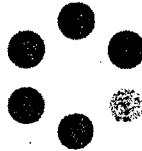
Owner	Trademark	Reg. No.
Sealy Technology LLC	OPTIPRO	85/779,715
Sealy Technology LLC	PAWS-TURPEDIC OPPOSITION	85/462,745
Sealy Technology LLC	PORTRAIT COLLECTION	85/738,587
Sealy Technology LLC	PRIMACORE	85/738,591
Sealy Technology LLC	PRIMASENSE	85/738,590
Sealy Technology LLC	SOLIDEDGE	85/767,179
Sealy Technology LLC	SUPPORTFLEX	85/779,718
Sealy Technology LLC	SOMI	85/844,738
Sealy Technology LLC	ULTRASENSE	85/807,463
Sealy Technology LLC	ACTIVEFLEX	85/796,031
Sealy Technology LLC	PRIMACOOOL	85/738,589
Tempur-Pedic Management, LLC	DOT CIRCLE DESIGN (B&W)	85/784,866



Tempur-Pedic Management,
LLC

DOT CIRCLE DESIGN
(GREYSCALE)

85/784,946



Tempur-Pedic Management,
LLC

TEMPUR

85/639,488

TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT, dated as of March 18, 2013 (as it may be amended, restated, supplemented or otherwise modified or replaced from time to time, the "**Trademark Security Agreement**") is made by the Persons (as hereinafter defined) listed on the signature pages hereof (the "**Grantors**") in favor of Bank of America, N.A. as Collateral Agent (in such capacity, together with any successor collateral agent appointed pursuant to Article 10 of the Credit Agreement or otherwise, the "**Collateral Agent**") for the ratable benefit of the holders of the Secured Obligations (as hereinafter defined).

WHEREAS, the Grantors own, or in the case of licenses, are a party to, the Trademark Collateral (as defined below);

WHEREAS, Tempur-Pedic International Inc. (the "**Parent**"), Tempur-Pedic Management, LLC (the "**Lead Borrower**"), Tempur-Pedic North America, LLC and Tempur Production USA, LLC, each as a Borrower, the Guarantors (as defined therein), the Lenders (as defined therein) and Bank of America, N.A., as Administrative Agent, Swingline Lender and L/C Issuer, are parties to a Credit Agreement dated as of December 12, 2012 (as it may be amended, restated, supplemented or otherwise modified, refinanced or replaced from time to time, the "**Credit Agreement**");

WHEREAS, the Grantors and the Collateral Agent are parties to a Security Agreement dated as of March 18, 2013 (as it may be amended, restated, supplemented or otherwise modified or replaced from time to time, the "**Security Agreement**") to, among other things, secure the obligations of the Grantors under the Credit Agreement; and

WHEREAS, pursuant to the Security Agreement, each Grantor has granted a security interest in certain property, including, without limitation, certain Intellectual Property (as such term is defined in the Security Agreement) of the Grantor to the Collateral Agent for the ratable benefit of the holders of the Secured Obligations, and has agreed as a condition thereof to execute this Trademark Security Agreement for recording with the United States Patent and Trademark Office (the "**USPTO**").

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor agrees as follows:

SECTION 1. Defined Terms. All capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Security Agreement.

SECTION 2. Grant of Security. To secure the prompt payment and performance in full when due, whether by lapse of time, acceleration, mandatory prepayment or otherwise, of the Secured Obligations, each Grantor hereby grants to the Collateral Agent, for the ratable benefit of the holders of the Secured Obligations, a continuing security interest in, any and all right, title and interest of such Grantor in, to and under all of each Grantor's Trademarks referred to on Schedule 1 hereto, including all claims for, and rights to sue for, past or future infringements of any of the foregoing and all income, royalties, damages and payments now or hereafter due or payable with respect to any of the foregoing, including damages and payments for past or future infringements thereof (all of the foregoing items or types of property being herein collectively referred to as the "Trademark Collateral").

SECTION 3. Recordation. This Trademark Security Agreement has been executed and delivered by each Grantor for the purpose of, among other things, recording the grant of security interest herein with the USPTO. Each Grantor authorizes and requests that the Commissioner for Trademarks and any other applicable government officer record this Trademark Security Agreement.

SECTION 4. Relationship to Security Agreement. The foregoing security interest is granted in conjunction with the security interests granted by each Grantor to the Collateral Agent pursuant to the Security Agreement. Each Grantor acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademark Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

SECTION 5. Miscellaneous. This Trademark Security Agreement may be executed in any number of counterparts, each of which were so executed and delivered shall be an original, but all of which shall constitute one and the same instrument. It shall not be necessary in making proof of this Trademark Security Agreement to produce or account for more than one such counterpart. This Trademark Security Agreement and any claim, controversy or dispute arising under or related to this Trademark Security Agreement (including, without limitation, any claims sounding in contract law or tort law arising out of the subject matter hereof) shall be governed by, and construed in accordance with, the law of the State of New York.

[Signature Page Follows]

IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be duly executed by its officer thereunto duly authorized as of the 18th day of March, 2013.

TEMPUR-PEDIC MANAGEMENT, LLC, a
Delaware limited liability company

By: William H. Poche
Name: William H. Poche
Title: Treasurer and Assistant
Secretary

SEALY TECHNOLOGY LLC, a North
Carolina limited liability company
THE OHIO MATTRESS COMPANY
LICENSING AND COMPONENTS GROUP,
a Delaware corporation

By: _____
Name: Dale E. Williams
Title: Executive Vice President and
Chief Financial Officer

IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be duly executed by its officer thereunto duly authorized as of the 18th day of March, 2013.

TEMPUR-PEDIC MANAGEMENT, LLC, a
Delaware limited liability company

By: _____

Name: William H. Poche
Title: Treasurer and Assistant
Secretary

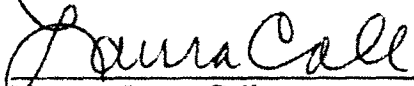
SEALY TECHNOLOGY LLC, a North
Carolina limited liability company
THE OHIO MATTRESS COMPANY
LICENSING AND COMPONENTS GROUP,
a Delaware corporation

By: _____

Name: Dale E. Williams
Title: Executive Vice President and
Chief Financial Officer

Acknowledged:

BANK OF AMERICA, N.A.,
as Collateral Agent

By: 
Name: Laura Call
Title: Assistant Vice President

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 004996 FRAME: 0610

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to Trademark
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Sealy Technology LLC	BUTTERFLY LOGO	688,757
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Sealy Technology LLC	DREAMENCASED EDGE	3,024,611
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Sealy Technology LLC	DURAFIBER	2,319,967
Sealy Technology LLC	DURA-GUARD	766,372
Sealy Technology LLC	DYNASTY	723,310
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Sealy Technology LLC	FOR THE REST OF US	3,684,115
Sealy Technology LLC	GET A BETTER SIX	3,620,545
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Sealy Technology LLC	IF YOU CAN'T GET 8, GET A BETTER 6	3,686,904
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Sealy Technology LLC	INTELLICOIL	3,703,461
Sealy Technology LLC	INTROSPECTION	4,074,272
Sealy Technology LLC	LIFTRIGHT	4,168,801
Sealy Technology LLC	LIKE SLEEPING ON A CLOUD	803,417
Sealy Technology LLC	MARVELUX	840,464
Sealy Technology LLC	MEMORY WORKS	3,971,744
Sealy Technology LLC	MICROSPAN	2,635,701
Sealy Technology LLC	MID-SUPPORT ZONE	1,863,393
Sealy Technology LLC	MID-ZONE	3,503,075
Sealy Technology LLC	MY FIRST POSTUREPEDIC	2,357,623
Sealy Technology LLC	NATURAL REST	3,692,575
Sealy Technology LLC	NATURE'S RESORT	3,591,172
Sealy Technology LLC	ORTHOZONE	3,564,125
Sealy Technology LLC	PALATIAL CREST	2,605,648

Owner	Trademark	Reg. No.
Sealy Technology LLC	PALATIAL CREST	2,806,577
Sealy Technology LLC	PERSONAL SLEEP ADVISOR	2,799,525
Sealy Technology LLC	PILLOWTOUCH	2,647,382
Sealy Technology LLC	POSTURE FOLD	2,602,242
Sealy Technology LLC	POSTURE LAYER	3,503,076
Sealy Technology LLC	POSTURE PREMIER	1,433,934
Sealy Technology LLC	POSTURECORE	3,489,803
Sealy Technology LLC	POSTURE-FOAM	583,913
Sealy Technology LLC	POSTUREMATIC	1,909,307
Sealy Technology LLC	POSTUREMATIC	1,229,861
Sealy Technology LLC	POSTUREPEDIC	2,272,969
Sealy Technology LLC	POSTUREPEDIC	2,953,347
Sealy Technology LLC	POSTUREPEDIC	3,295,118
Sealy Technology LLC	POSTUREPEDIC (STYLIZED)	619,058
Sealy Technology LLC	POSTUREPEDIC ELITE	1,554,714
Sealy Technology LLC	POSTUREPEDIC SUPPORT ONLY FROM SEALY	1,907,862
Sealy Technology LLC	POSTURE-REST (STYLIZED)	866,831
Sealy Technology LLC	POSTURESTEEL	2,153,832
Sealy Technology LLC	POSTURETECH	1,646,039
Sealy Technology LLC	POWERSPAN	2,747,155
Sealy Technology LLC	PRO BACK	4,139,608
Sealy Technology LLC	QUILTED INNER PILLOW	2,730,957
Sealy Technology LLC	REFLEXION	2,656,649
Sealy Technology LLC	RESILIUM	2,308,391
Sealy Technology LLC	RIGHTTOUCH	3,500,201
Sealy Technology LLC	S&F FOUNDED 1846 & DESIGN	3,245,300
Sealy Technology LLC	S&F LOGO	1,329,627
Sealy Technology LLC	SALON SERIES	3,706,581
Sealy Technology LLC	SEALY	1,733,089
Sealy Technology LLC	SEALY	2,271,114
Sealy Technology LLC	SEALY	2,953,348
Sealy Technology LLC	SEALY & DESIGN	3,299,334
Sealy Technology LLC	SEALY & LOGO	677,335
Sealy Technology LLC	SEALY & LOGO	1,189,347

Owner	Trademark	Reg. No.
Sealy Technology LLC	SEALY (BLOCK LETTERS)	3,299,332
Sealy Technology LLC	SEALY BABY PRESTIGE SLEEP	3,038,341
Sealy Technology LLC	SEALY BABY ULTRA CLASSIC	3,059,463
Sealy Technology LLC	SEALY BABY ULTRA REST	4,186,856
Sealy Technology LLC	SEALY CLASSIC SLEEP	3,042,570
Sealy Technology LLC	SEALY FLAME GUARD PROTECTIVE BARRIER	1,274,352
Sealy Technology LLC	SEALY FUTON & DESIGN	3,241,893
Sealy Technology LLC	SEALY KIDS AND DESIGN	2,615,632
Sealy Technology LLC	SEALY PILLOWFRESH	3,999,816
Sealy Technology LLC	SEALY POSTUREPEDIC	2,272,967
Sealy Technology LLC	SEALY POSTUREPEDIC ADVANTAGE	2,647,002
Sealy Technology LLC	SEALY SEATING SYSTEM	2,953,353
Sealy Technology LLC	SEALY SUPPORTS AMERICA	2,669,316
Sealy Technology LLC	SEALYFOAM	737,897
Sealy Technology LLC	SENSE & RESPOND	1,855,203
Sealy Technology LLC	SENSE & RESPOND SUPPORT SYSTEM	1,850,340
Sealy Technology LLC	SENSE-ALIGN	3,689,237
Sealy Technology LLC	SENSORY ARM	1,893,628
Sealy Technology LLC	SHOCK ABZZORBER	2,703,090
Sealy Technology LLC	SHOCK ABZZORBER PLUS	2,870,588
Sealy Technology LLC	SHOP EASILY CHOOSE WISELY SLEEP SOUNDLY	3,503,036
Sealy Technology LLC	SILVER DREAM	3,463,843
Sealy Technology LLC	SLEEPING ON A SEALY IS LIKE SLEEPING ON A CLOUD	2,540,951
Sealy Technology LLC	SLUMBERCREST	2,664,367
Sealy Technology LLC	SMART LATEX	3,719,372
Sealy Technology LLC	SPACETECH	3,545,010
Sealy Technology LLC	SPRINGFREE	3,245,635
Sealy Technology LLC	SPRING-FREE LOGO	3,240,866

Owner	Trademark	Reg. No.
	DESIGN	
Sealy Technology LLC	STAYTRUE	2,756,893
Sealy Technology LLC	STEARNS & FOSTER	981,071
Sealy Technology LLC	STEARNS & FOSTER	3,149,345
Sealy Technology LLC	STEARNS & FOSTER COUTURE	2,724,355
Sealy Technology LLC	STEARNS & FOSTER ESTATE	3,763,245
Sealy Technology LLC	STEARNS & FOSTER GIFT OF SLEEP	3,977,298
Sealy Technology LLC	STEELSPAN	954,428
Sealy Technology LLC	SUPPORT CHANNELS	3,313,377
Sealy Technology LLC	SUPPORT NEVER FELT SO SOFT	3,478,012
Sealy Technology LLC	SYNER-FLEX	2,815,234
Sealy Technology LLC	THE BACK DOCTOR'S BED	2,696,388
Sealy Technology LLC	TITANIUM DSX	4,165,425
Sealy Technology LLC	TITANIUM SS	4,165,424
Sealy Technology LLC	TRIFIRM POSTURE TOP	1,903,580
Sealy Technology LLC	TRUEFORM	3,419,868
Sealy Technology LLC	TRU-LOK	678,880
Sealy Technology LLC	TWICE THE LUXURY	2,669,317
Sealy Technology LLC	ULTRASTEEL	1,924,647
Sealy Technology LLC	UNICASED	2,890,398
Sealy Technology LLC	UNICASED & DESIGN	2,890,399
Sealy Technology LLC	UNIVERSITY OF SLEEP	1,734,158
Sealy Technology LLC	VARIABLE RESPONSE TECHNOLOGY	3,711,599
Sealy Technology LLC	VRT	3,711,598
Sealy Technology LLC	WE SUPPORT THE BACKBONE OF AMERICA	2,175,740
Sealy Technology LLC	WE SUPPORT YOU NIGHT AND DAY	2,646,747
	WHATEVER YOU DO IN BED, SEALY SUPPORTS IT	3,987,297
Sealy Technology LLC	XPANDEDGE	2,664,132
Sealy Technology LLC	YOU DESERVE A STEARNS & FOSTER	1,924,646
Sealy Technology LLC	YOU DESERVE A STEARNS & FOSTER	3,149,344

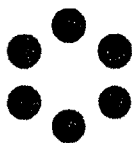
Owner	Trademark	Reg. No.
Sealy Technology LLC	YOU DESERVE A STEARNS & FOSTER MATTRESS WITH S&F	2,645,399
Tempur-Pedic Management, LLC	THE SIDEPILLOW BY TEMPUR-PEDIC	3259382
Tempur-Pedic Management, LLC	THE SOLUTION BED BY TEMPUR-PEDIC	3325826
Tempur-Pedic Management, LLC	THE RHAPSODYBED BY TEMPUR-PEDIC	3319861
Tempur-Pedic Management, LLC	THE BODYPILLOW BY TEMPUR-PEDIC	3319661
Tempur-Pedic Management, LLC	THE ORIGINALBED BY TEMPUR-PEDIC	3331263
Tempur-Pedic Management, LLC	MATTRESS OF THE STARS	3130507
Tempur-Pedic Management, LLC	THE ORIGINAL	3190275
Tempur-Pedic Management, LLC	MY TEMPUR-PEDIC TEDDY BEAR	3152176
Tempur-Pedic Management, LLC	SWEDISH SLEEP SYSTEM	2452364
Tempur-Pedic Management, LLC	TEMPUR-TEX	3437705
Tempur-Pedic Management, LLC	SOLUTIONS FOR COMFORT, PRESSURE, AND PAIN MANAGEMENT	3238985
Tempur-Pedic Management, LLC	THE TRAVELPILLOW BY TEMPUR-PEDIC	3759345
Tempur-Pedic Management, LLC	CHANGING THE WAY THE WORLD SLEEPS!	3049692

TRADEMARK APPLICATIONS

Owner	Trademark	Reg. No.
Sealy Technology LLC	ALWAYS DREAM	85/347,029
Sealy Technology LLC	BREAKFAST IN BED	85/178,575
Sealy Technology LLC	CARE SHIELD	77/952,730
Sealy Technology LLC	CARESSFLEX FOAM	85/396,663
Sealy Technology LLC	CLUB LEVEL	77/735,880
Sealy Technology LLC	COOLS YOU DOWN WHEN THINGS GET HOT	85/524,964
Sealy Technology LLC	G. S. STEARNS	85/419,139

Owner	Trademark	Reg. No.
Sealy Technology LLC	IN BED	85/178,576
Sealy Technology LLC	INDULGE QUILT	85/396,946
Sealy Technology LLC	IT'S BETTER ON SPRINGS	85/172,838
Sealy Technology LLC	LUX ESTATE	85/382,621
Sealy Technology LLC	NATURAL CHOICE	77/735,891
Sealy Technology LLC	OPTICOOL	85/488,472
Sealy Technology LLC	OPTICORE	85/491,560
Sealy Technology LLC	OPTIGEL	85/542,985
Sealy Technology LLC	OPTIGEL	85/673,172
Sealy Technology LLC	OPTIMUM	85/679,930
Sealy Technology LLC	OPTIMUM	85/491,552
Sealy Technology LLC	OPTIMUM SEALY POSTUREPEDIC & Design	85/599,534
Sealy Technology LLC	OPTISENSE	85/489,532
Sealy Technology LLC	REFLEX	85/712,907
Sealy Technology LLC	RESORT VIEW	77/735,875
Sealy Technology LLC	S&F FOUNDED 1846 & Design	85/684,347
Sealy Technology LLC	S&F FOUNDED 1846 & Design	85/679,938
Sealy Technology LLC	SEALY	85/656,724
Sealy Technology LLC	SEALY KIDS WE SUPPORT YOUR FUTURE	85/610,691
Sealy Technology LLC	SEALY POSTUREPEDIC	85/656,765
Sealy Technology LLC	SITRIGHT	85/235,714
Sealy Technology LLC	STEARNS & FOSTER	85/684,357
Sealy Technology LLC	STEARNS & FOSTER	85/679,935
Sealy Technology LLC	THE MOST SUPPORTIVE MATTRESS FOR ALL YOU DO IN BED	85/219,897
Sealy Technology LLC	TITANIUM DSI	85/235,721
Sealy Technology LLC	TOWER SUITE	77/735,883
Sealy Technology LLC	ULTRACORE	85/489,557
Sealy Technology LLC	ALOFT QUILT	85/779,713
Sealy Technology LLC	APEX	85/751,141
Sealy Technology LLC	CLASSIC DS	85/779,714
Sealy Technology LLC	CORESUPPORT CENTER	85/751,143
Sealy Technology LLC	FOREVER FLEX	85/738,586
Sealy Technology LLC	OPTILOFT OPPOSITION (IWI LIMITED)	85/632,961

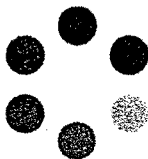
Owner	Trademark	Reg. No.
Sealy Technology LLC	OPTIPRO	85/779,715
Sealy Technology LLC	PAWS-TURPEDIC OPPOSITION	85/462,745
Sealy Technology LLC	PORTRAIT COLLECTION	85/738,587
Sealy Technology LLC	PRIMACORE	85/738,591
Sealy Technology LLC	PRIMASENSE	85/738,590
Sealy Technology LLC	SOLIDEDGE	85/767,179
Sealy Technology LLC	SUPPORTFLEX	85/779,718
Sealy Technology LLC	SOMI	85/844,738
Sealy Technology LLC	ULTRASENSE	85/807,463
Sealy Technology LLC	ACTIVEFLEX	85/796,031
Sealy Technology LLC	PRIMACOOOL	85/738,589
Tempur-Pedic Management, LLC	DOT CIRCLE DESIGN (B&W)	85/784,866



Tempur-Pedic Management,
LLC

DOT CIRCLE DESIGN
(GREYSCALE)

85/784,946



Tempur-Pedic Management,
LLC

TEMPUR

85/639,488