

08-31-2004

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8/30/04

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102768426

8-30-04

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)/Execution Date(s):

Tempur World, LLC

Execution Date(s) August 26, 2004

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: General Electric Capital Corporation, as Agent

Internal Address: _____

Street Address: 201 Merritt 7, 6th Floor

City: Norwalk

State: CT

Country: USA

Zip: 02143

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Government Interest Assignment
- Executive Order 9424, Confirmatory License
- Other _____

4. Application or patent number(s):

This document is being filed together with a new application.

A. Patent Application No.(s)

See Attached Schedule 1
NGETACHE 00000141 10466150

B. Patent No.(s)

See Attached Schedule 1

Additional numbers attached? Yes No

08/31/2004
01 FC:802 120.00 OP
02 FC:802B 120.00 OP

5. Name and address to whom correspondence concerning document should be mailed:

Name: Kristin Brozovic

Internal Address: _____

Street Address: c/o Latham & Watkins

233 S. Wacker Drive, Suite 5800

City: Chicago

State: IL

Zip: 60606

Phone Number: 312-876-6541

Fax Number: 312-993-9767

Email Address: kristin.brozovic@lw.com

6. Total number of applications and patents involved:

3

7. Total fee (37 CFR 1.21(h) & 3.41) \$ 120.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed
- None required (government interest not affecting title)

8. Payment Information

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____

Authorized User Name _____

9. Signature:

Kristin Brozovic
Signature

8/27/04
Date

Kristin Brozovic

Name of Person Signing

Total number of pages including cover sheet, attachments, and documents:

74

Documents to be recorded (including cover sheet) should be faxed to (703) 306-6995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O.Box 1450, Alexandria, V.A. 22313-1450

SCHEDULE I

Title	Assignee	Appl. No.	Filing Date	Patent No.	Issue Date
PRODUCT DEMONSTRATION SYSTEM AND METHOD FOR USING THE SAME	TW	10/466150	7/10/03	Pending	N/A
COMFORT PILLOW	TW	10/489233	3/10/04	Pending	N/A
PILLOW TOP FOR A CUSHION	TW	10/685298	10/14/03	Pending	N/A

**MASTER REAFFIRMATION
AND AMENDMENT TO COLLATERAL DOCUMENTS**

THIS MASTER REAFFIRMATION AND AMENDMENT TO COLLATERAL DOCUMENTS ("Master Reaffirmation") is made as of August 26, 2004, by and among TEMPUR-PEDIC INTERNATIONAL INC. (f/k/a TWI HOLDINGS, INC.), a Delaware corporation ("Ultimate Holdco"), TEMPUR WORLD HOLDINGS, LLC (f/k/a TEMPUR WORLD HOLDINGS, INC.), a Delaware limited liability company ("Intermediate Holdco"), TEMPUR WORLD, LLC (f/k/a TEMPUR WORLD, INC.), a Delaware limited liability company ("Holdco"), TEMPUR-PEDIC, INC., a Kentucky corporation ("TPI"), TEMPUR PRODUCTION USA, INC., a Virginia corporation ("TPUSA"), DAN-FOAM ApS (f/k/a TEMPUR WORLD HOLDING COMPANY ApS), a company organized under the laws of Denmark ("DF"), TEMPUR WORLD HOLDINGS, S.L., a company organized under the laws of Spain, TEMPUR-PEDIC MEDICAL, INC., a Kentucky corporation ("TPMI"), TEMPUR-PEDIC DIRECT RESPONSE, INC., a Kentucky corporation ("TPDR"), DAWN SLEEP TECHNOLOGIES, INC., a Delaware corporation, TEMPUR-PEDIC RETAIL, INC., a Delaware corporation, TEMPUR-PEDIC PROFESSIONAL, INC., a Delaware corporation, the other Credit Parties signatory hereto (collectively, together with the Ultimate Holdco, Intermediate Holdco, Holdco, TPI, TPUSA and DF, the "Tempur Entities"), GENERAL ELECTRIC CAPITAL CORPORATION, a Delaware corporation, individually and as Administrative Agent (in such capacity, "Administrative Agent") for Agents and the Lenders from time to time signatory to the Credit Agreement, as hereinafter defined ("Lenders"), NORDEA BANK DANMARK A/S, as European Security Agent (in such capacity, "European Security Agent") for European Lenders from time to time signatory to the Credit Agreement, as hereinafter defined, and as European Working Capital Loan Agent, GE EUROPEAN LEVERAGED FINANCE LIMITED, as European Loan Agent (in such capacity, "European Loan Agent") for European Lenders from time to time signatory to the Credit Agreement, as hereinafter defined and HSBC BANK PLC, as European Funding Agent (in such capacity, "European Funding Agent") for European Lenders from time to time signatory to the Credit Agreement, as hereinafter defined. Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed to them in the Credit Agreement, as hereinafter defined.

W I T N E S S E T H:

WHEREAS, Ultimate Holdco, Intermediate Holdco, Holdco, Spanish Holdco, TPI, TPUSA, DF, the other parties designated as Credit Parties under the Credit Agreement (the "Existing Credit Parties"), the Administrative Agent, Nordea Bank Danmark A/S, individually and as European Security Agent and European Working Capital Loan Agent, GE European Leveraged Finance Limited, individually and as European Loan Agent and HSBC Bank Plc, as European Funding Agent, have entered into that certain Third Amended and Restated Credit Agreement dated as of the date hereof (as further amended, modified, restated or otherwise supplemented from time to time, the "Credit Agreement") which Credit Agreement amends and restates in its entirety that certain Second Amended and Restated Credit Agreement, dated as of August 15, 2003 (the "Existing Credit Agreement"); and

WHEREAS, the Credit Parties have previously executed and delivered to Administrative Agent, for the benefit of Lenders, various security and related documents in connection with the Existing Credit Agreement; and

WHEREAS, each Credit Party will derive both direct and indirect benefits from the loans and other financial accommodations made pursuant to the Credit Agreement; and

WHEREAS, it is a condition precedent to making the loans, advances and other financial accommodations of Administrative Agent and Lenders under the Credit Agreement that the Credit Parties that is a party enter into this Master Reaffirmation to acknowledge and agree that the Existing Collateral Documents and the liens, security interests and guarantees granted and issued thereunder, secure and guarantee the Obligations under the Credit Agreement.

NOW, THEREFORE, in consideration of the premises set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each of the undersigned agrees as follows:

1. Existing Collateral Documents. “Existing Collateral Documents” as used herein shall mean, collectively:

(a) the Amended and Restated Security Agreement (together with all amendments, supplements and counterparts, if any, from time to time thereto, the “Security Agreement”), dated as of November 1, 2002, by each grantor signatory thereto and each additional grantor thereto in favor of the Administrative Agent for the Lenders;

(b) the Amended and Restated Guaranty (together with all amendments, supplements and counterparts, if any, from time to time thereto), dated as of November 1, 2002, by each guarantor signatory thereto and each additional guarantor thereto in favor of the Administrative Agent for Agents and the Lenders;

(c) the Amended and Restated Pledge Agreement (together with all amendments, supplements and counterparts, if any, from time to time thereto), dated as of November 1, 2002, by each pledgor signatory thereto and each additional pledgor thereto in favor of the Administrative Agent for the Lenders;

(d) the Amended and Restated Intellectual Property Security Agreement (together with all amendments, supplements and counterparts, if any, from time to time thereto, the “Amended and Restated Intellectual Property Security Agreement”), dated as of November 1, 2002, by each grantor signatory thereto and each additional grantor thereto in favor of the Administrative Agent for the Lenders;

(e) the Intellectual Property Security Agreement (together with all amendments, supplements and counterparts, if any, from time to time thereto, the “Intellectual Property Security Agreement”), dated as of September 25, 2001, by Dan-Foam ApS (f/k/a Dan-Foam A/S) in favor of Nordea Bank Danmark A/S (f/k/a Nordea Unibank A/S (Unibank A/S)) as European loan agent;

(f) the US Intellectual Property License Agreement (together with all amendments, supplements and counterparts, if any, from time to time thereto, the “US Intellectual

Property License Agreement”), dated as of September 25, 2001, by each grantor signatory thereto and each additional grantor thereto in favor of the Administrative Agent for the Lenders;

(g) the European Intellectual Property License Agreement (together with all amendments, supplements and counterparts, if any, from time to time thereto, the “European Intellectual Property License Agreement”), dated as of September 25, 2001, by each grantor signatory thereto and each additional grantor thereto in favor of Nordea Bank Danmark A/S (f/k/a Nordea Unibank A/S (Unibank A/S)) as European loan agent for the European lenders;

(h) the Security Agreement (License and Distribution Agreements) (together with all amendments, supplements and counterparts, if any, from time to time thereto), dated as of September 25, 2001, by and among Intermediate Holdco, TPI, TPUSA and Administrative Agent for Lenders;

(i) the Patent Security Agreement (together with all amendments, supplements and counterparts, if any, from time to time thereto), dated as of August 15, 2003, by and among Ultimate Holdco, Intermediate Holdco, Holdco, TPI, TPUSA, TPMI, TPDR and Administrative Agent for Lenders;

(j) the Trademark Security Agreement (together with all amendments, supplements and counterparts, if any, from time to time thereto, the “Trademark Security Agreement”), dated as of August 15, 2003, by and among Ultimate Holdco, Intermediate Holdco, Holdco, TPI, TPUSA, TPMI, TPDR and Administrative Agent for Lenders;

(k) the Second Amendment to Deed of Trust, Assignment of Lease and Rents, Security Agreement and Fixture Filing (together with all amendments, supplements and counterparts, if any, from time to time thereto), dated as of August 15, 2003, by and among Charles R. Swartz, as trustee, TPUSA and Administrative Agent for Lenders; and

(l) any and all other Collateral Documents.

2. Amendments to Existing Collateral Documents.

(a) Cross references in the Existing Collateral Documents to particular section references in the Existing Credit Agreement shall be deemed to be cross references to the corresponding sections, as applicable, of the Credit Agreement.

(b) Attached hereto is Schedule I, which contains the information required to be set forth on the schedule to the Security Agreement, which information is current as of the date hereof.

(c) Attached hereto is Schedule II, which contains the information required to be set forth on the schedule to the Amended and Restated Intellectual Property Security Agreement, which information is current as of the date hereof.

(d) Attached hereto is Schedule III, which contains the information required to be set forth on the schedule to the Intellectual Property Security Agreement, which information is current as of the date hereof.

(e) Attached hereto is Schedule IV, which contains the information required to be set forth on the schedule to the US Intellectual Property License Agreement, which information is current as of the date hereof.

(f) Attached hereto is Schedule V, which contains the information required to be set forth on the schedule to the European Intellectual Property License Agreement, which information is current as of the date hereof.

(g) Attached hereto is Schedule VI, which contains the information required to be set forth on the schedule to the Trademark Security Agreement, which information is current as of the date hereof.

3. **Reaffirmation.** In connection with the execution and delivery of the Credit Agreement, each Credit Party that is a party hereto, as debtor, grantor, mortgagor, pledgor, guarantor, assignor, or in other similar capacities in which such Credit Party grant liens or security interests in its properties or otherwise acts as an accommodation party or guarantor, as the case may be, in any case under any one or more Existing Collateral Documents to which it is a party, ratifies and reaffirms all of its payment and performance obligations, contingent or otherwise, under each of such Existing Collateral Documents to which it is a party as deemed amended pursuant to Section 2 of this Master Reaffirmation. To the extent such Credit Party granted liens on or security interests in any of its properties pursuant to any such Existing Collateral Documents as security for the Obligations under or with respect to the Existing Credit Agreement, each hereby ratifies and reaffirms such grant of security and confirms and agrees that such liens and security interests hereafter secure all of the Obligations under the Credit Agreement. In each case each reference in such Existing Collateral Documents to the obligations secured thereby shall be construed to hereafter mean and refer to the Obligations under the Credit Agreement. Each of the Credit Parties that is a party hereto hereby consents to the terms and conditions of the Credit Agreement and reaffirms its guaranty of all of the Obligations under or with respect to the Credit Agreement. Each of the Credit Parties that is a party hereto acknowledges receipt of a copy of the Credit Agreement and acknowledges that each of the Existing Collateral Documents to which such Credit Party is a party remains in full force and effect and as hereby modified, ratified and confirmed. The execution of this Master Reaffirmation shall not operate as a waiver of any right, power or remedy of the Administrative Agent or Lenders, nor constitute a waiver of any provision of any of the Existing Collateral Documents nor constitute a novation of any of the Obligations under the Credit Agreement or Existing Collateral Documents as amended pursuant to Section 2 of this Master Reaffirmation.

4. **Successors and Assigns.** This Master Reaffirmation shall be binding upon each of the Credit Parties and upon their respective successors and assigns and shall inure to the benefit of Administrative Agent and the Lenders and their respective successors and assigns. The successors and assigns of such entities shall include, without limitation, their respective receivers, trustees, or debtors-in-possession.

5. **Further Assurances.** Each Credit Party that is a party hereto hereby agrees from time to time, as and when requested by Administrative Agent or any Lender to execute and deliver or cause to be executed and delivered, all such documents, instruments and agreements and to take or cause to be taken such further or other action as Administrative Agent or such Lender may

reasonably deem necessary or desirable in order to carry out the intent and purposes of this Master Reaffirmation and any Collateral Documents to which such Credit Party is a party.

6. Definitions. All references to the singular shall be deemed to include the plural and vice versa where the context so requires.

7. Governing Law. **THIS AGREEMENT SHALL BE GOVERNED BY AND SHALL BE CONSTRUED AND ENFORCED IN ACCORDANCE WITH THE INTERNAL LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO CONFLICTS OF LAW PRINCIPLES.**

8. Severability. Wherever possible, each provision of this Master Reaffirmation shall be interpreted in such manner as to be effective and valid under applicable law, but if any provision of this Master Reaffirmation shall be prohibited by or invalid under such law, such provision shall be ineffective to the extent of such prohibition or invalidity without invalidating the remainder of such provision or the remaining provisions of this Master Reaffirmation.

9. Merger. This Master Reaffirmation represents the final agreement of each of the Credit Parties with respect to the matters contained herein and may not be contradicted by evidence of prior or contemporaneous agreements, or prior or subsequent oral agreements, among any of the Credit Parties, Agent or the Lenders.


10. Execution in Counterparts. This Master Reaffirmation may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

11. Section Headings. The section headings herein are for convenience of reference only, and shall not affect in any way the interpretation of any of the provisions hereof.


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- Signature Page Follows -*

WITNESS the due execution of this Master Reaffirmation by the respective duly authorized officers of the undersigned as of the date first written above.

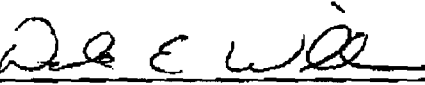
TEMPUR-PEDIC, INC.

By: 
Name: Dale E. Williams
Title: CFO

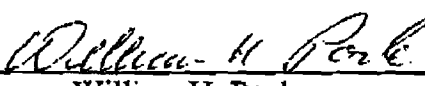
TEMPUR PRODUCTION USA, INC.

By: 
Name: Dale E. Williams
Title: CFO

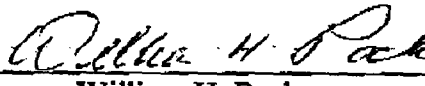
**TEMPUR WORLD HOLDING COMPANY
ApS**

By: 
Name: Dale E. Williams
Title: Director

TEMPUR-PEDIC INTERNATIONAL INC.


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

TEMPUR WORLD, LLC


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

[Signature Page to Master Reaffirmation of US Collateral Documents]


TEMPUR WORLD HOLDINGS, LLC

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


TEMPUR WORLD HOLDINGS, S.L.

By: 
Name: Dale E. Williams
Title: Director

TEMPUR-PEDIC MEDICAL, INC.

By: 
Name: Jason P. Broyles
Title: CFO

TEMPUR-PEDIC DIRECT RESPONSE, INC.

By: 
Name: Jason P. Broyles
Title: Secretary

TEMPUR WORLD HOLDING SWEDEN AB

By: _____
Name: Lars Jagre
Title: Managing Director

[Signature Page to Master Reaffirmation of US Collateral Documents]

TEMPUR WORLD HOLDINGS, LLC

By: _____
Name: _____
Title: _____

TEMPUR WORLD HOLDINGS, S.L.

By: _____
Name: _____
Title: _____

TEMPUR-PEDIC MEDICAL, INC.

By: _____
Name: _____
Title: _____

TEMPUR-PEDIC DIRECT RESPONSE, INC.

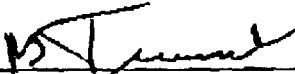
By: _____
Name: _____
Title: _____

TEMPUR WORLD HOLDING SWEDEN AB

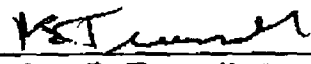
By: _____
Name: Mathias Ingvarsson
Title: Board member

[Signature Page in Master Reaffirmation of US Collateral Documents]

TEMPUR DANMARK A/S

By: 
Name: Robert B. Trussell, Jr.
Title: Director


TEMPUR UK, LTD.

By: 
Name: Robert B. Trussell, Jr.
Title: Director

TEMPUR JAPAN YUGEN KAISHA

By: _____
Name: Paer Roland Siljedahl
Title: Country Manager

TEMPUR INTERNATIONAL LIMITED

By: 
Name: Dale E. Williams
Title: Director

TEMPUR SVERIGE AB

By: _____
Name: Lars Jagre
Title: Country Manager

[Signature Page to Master Reaffirmation of US Collateral Documents]


TEMPUR DANMARK A/S

By: _____
Name: _____
Title: _____

TEMPUR UK, LTD.

By: _____
Name: _____
Title: _____

TEMPUR JAPAN YUGEN KAISHA

By:  _____
Name: Paer Roland Siljedahl
Title: Country Manager

TEMPUR INTERNATIONAL LIMITED

By: _____
Name: _____
Title: _____

TEMPUR SVERIGE AB

By: _____
Name: Lars Jagre
Title: Country Manager

[Signature Page to Master Reaffirmation of US Collateral Documents]

TEMPUR SVERIGE AB

By: David Montgomery
Name: David Montgomery
Title: Director

TEMPUR NORGE AS

By: _____
Name: _____
Title: _____

TEMPUR SUOMI OY

By: David Montgomery
Name: David Montgomery
Title: Director

TEMPUR SCHWEIZ AG

By: _____
Name: _____
Title: _____

TEMPUR HOLDING GMBH

By: _____
Name: _____
Title: _____

[Signature Page to Master Reaffirmation of US Collateral Documents]

NO. 8131 P. 2

Hug 26 2004 12:40 P.07

FAX: 8595144422

SMITH BARNES

AUG. 26. 2004 1:54AM

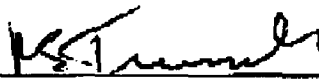
TEMPURPEDIA

PATENT
REEL: 015061 FRAME: 0473

TEMPUR SVERIGE AB

By: _____
Name: _____
Title: _____

TEMPUR NORGE AS

By:  _____
Name: Robert B. Trussell, Jr.
Title: Director

TEMPUR SUOMI OY

By: _____
Name: _____
Title: _____

TEMPUR SCHWEIZ AG

By: _____
Name: _____
Title: _____

TEMPUR HOLDING GMBH

By: _____
Name: _____
Title: _____

[Signature Page to Master Reaffirmation of US Collateral Documents]

TEMPUR SVERIGE AB

By: _____
Name: _____
Title: _____

TEMPUR NORGE AS

By: _____
Name: _____
Title: _____

TEMPUR SUOMI OY

By: _____
Name: _____
Title: _____

TEMPUR SCHWEIZ AG

By: B. Jurek
Name: Beat Jurek
Title: Managing Director

TEMPUR HOLDING GMBH

By: _____
Name: _____
Title: _____

[Signature Page to Master Reaffirmation of US Collateral Documents]

TEMPURPEDI 10 11155 01

Aug 26 2004 9:52 P.02

Fax:8595144422

TEMPURPEDI

TEMPUR SVERIGE AB

By: _____
Name: _____
Title: _____

TEMPUR NORGE AS

By: _____
Name: _____
Title: _____

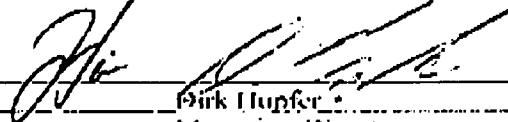
TEMPUR SUOMI OY

By: _____
Name: _____
Title: _____

TEMPUR SCHWEIZ AG

By: _____
Name: _____
Title: _____

TEMPUR HOLDING GMBH

By: 
Name: Dirk Hupfer
Title: Managing Director

{Signature Page to Master Reaffirmation of US Collateral Documents}

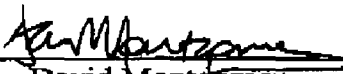
TEMPUR BENELUX B.V.

By: _____
Name: Robert B. Trussell, Jr.
Title: Director

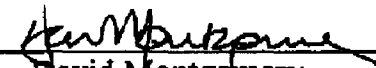
TEMPUR SOUTH AFRICA PTY. LTD.

By: _____
Name: Robert B. Trussell, Jr.
Title: Director

KRUSE INNOVATION & DESIGN GMBH

By: 
Name: David Montgomery
Title: Director

TEMPUR SLEEP CENTER GMBH

By: 
Name: David Montgomery
Title: Director

DAWN SLEEP TECHNOLOGIES, INC.

By: _____
Name: Dale E. Williams
Title: CFO

[Signature Page to Master Reaffirmation of US Collateral Documents]

TEMPUR DEUTSCHLAND GMBH

By: 
 Name: Jürgen Seipel, Dirk Hupfer
 Title: Managing Director

TEMPUR PEDIC ESPANA SA

By: _____
 Name: _____
 Title: _____

TEMPUR FRANCE SARL

By: _____
 Name: _____
 Title: _____

TEMPUR SINGAPORE PTE LTD.

By: _____
 Name: _____
 Title: _____

TEMPUR ITALIA SRL

By: _____
 Name: _____
 Title: _____

[Signature Page to Master Reaffirmation of US Collateral Documents]

TEMPUR DEUTSCHLAND GMBH

By: *David Montgomery*
Name: _____
Title: _____

TEMPUR PEDIC ESPANA SA

By: _____
Name: _____
Title: _____

TEMPUR FRANCE SARL

By: *David Montgomery*
Name: David Montgomery
Title: Director

TEMPUR SINGAPORE PTE LTD.

By: _____
Name: _____
Title: _____

TEMPUR ITALIA SRL

By: _____
Name: _____
Title: _____

[Signature Page to Master Reaffirmation of US Collateral Documents]

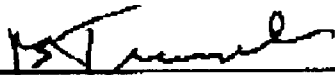
File No. 12-704 07-21 1018 ON

TEMPUR PEDIC
AUG. 26. 2004 1:54AM
SMITH BARNEY
FAX: 8595147472

TEMPUR DEUTSCHLAND GMBH

By: _____
Name: _____
Title: _____


TEMPUR PEDIC ESPANA SA

By:  _____
Name: Robert B. Trussell, Jr.
Title: Director


TEMPUR FRANCE SARL

By: _____
Name: _____
Title: _____

TEMPUR SINGAPORE PTE LTD.

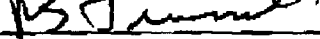
By:  _____
Name: Robert B. Trussell, Jr.
Title: Director

TEMPUR ITALIA SRL


By:  _____
Name: Robert B. Trussell, Jr.
Title: Director

[Signature Page to Master Reaffirmation of US Collateral Documents]

TEMPUR BENELUX B.V.

By: 
Name: Robert B. Trussell, Jr.
Title: Director

TEMPUR SOUTH AFRICA PTY. LTD.

By: 
Name: Robert B. Trussell, Jr.
Title: Director


KRUSE INNOVATION & DESIGN GMBH

By: _____
Name: Jurgen Seipel
Title: Managing Director

TEMPUR SLEEP CENTER GMBH

By: _____
Name: Jurgen Seipel
Title: Managing Director

DAWN SLEEP TECHNOLOGIES, INC.

By: 
Name: Dale E. Williams
Title: CFO

[Signature Page to Master Reaffirmation of US Collateral Documents]

TEMPUR-PEDIC RETAIL, INC.

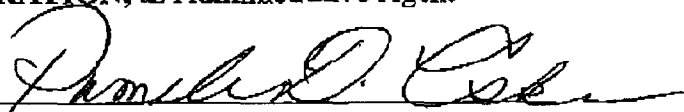
By: _____
Name: Jason P. Broyles
Title: CFO

TEMPUR-PEDIC PROFESSIONAL, INC.

By: _____
Name: Jason P. Broyles
Title: CFO


[Signature Page to Master Reaffirmation of US Collateral Documents]

**GENERAL ELECTRIC CAPITAL
CORPORATION, as Administrative Agent**

By: 
Name: **Pamela D. Eskra**
Title: **Duly Authorized Signatory**

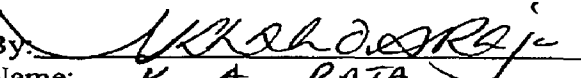
[Signature Page to Master Reaffirmation and Amendment to Collateral Documents]

**GE EUROPEAN LEVERAGED FINANCE
LIMITED, as European Loan Agent**

By: 
Name: Kim El-Baz
Title: Director

[Signature Page to Master Reaffirmation and Amendment to Collateral Documents]

HSBC BANK PLC, as European Funding Agent

By: 
Name: K A RAJA
Title: ASSOCIATE DIRECTOR

[Signature Page to Master Reaffirmation and
Amendment to Collateral Documents]

CH705326.4

PATENT
REEL: 015061 FRAME: 0485

**NORDEA BANK DANMARK A/S, as European
Security Agent**

By: 
 Name: Hans Christensen **Knud Henrik Grabow**
 Title: Head of Corporate **V.P.**

[Signature Page to Master Reaffirmation and
Amendment to Collateral Documents]

CH705326.5

SCHEDULE I
TO
EUROPEAN INTELLECTUAL PROPERTY LICENSE AGREEMENT

I. US Patents

Title	Assignee	Appl. No.	Filing Date	Patent No.	Issue Date
CUSHION	DF	29/121291	4/4/00	D456659	5/7/02
CUSHION	DF	29/153266	1/2/02	D466750	12/10/02
SLEEP MASK	DF	29/122485	4/4/00	D489,749	5/11/04
SEAT CUSHION	DF	29/094416	10/1/98	D417,984	12/28/99
SEAT, ESPECIALLY FOR A VEHICLE	DF	09/523,587	2/22/99	6733083	5/11/04

Foreign Patents

Title and Country	Assignee	Appl. No.	Filing Date	Patent No.	Issue Date
MILLENIUM PILLOW					
Austria	DF	MU 1360/2000	4/4/00	39.908	5/20/00
Australia	DF	1293/2000	4/28/00	142663	1/15/01
Brazil	DF	DI 6001994-8	8/2/00	DI6001994-8	6/19/01
Benelux	DF	76963 00	4/4/00	32244-00	4/4/00
Canada	DF	2000-0854	3/31/00	93191	8/24/01
Switzerland	DF	N/A	4/3/00	126.981	4/3/00
China	DF	00331057.4	7/25/00	00331057.4	1/27/01
Germany	DF	400 03 639.8	4/4/00	400 03 639.8	6/19/00
Denmark	DF	MA 1999 01168	10/4/99	MR 2000 00535	4/26/00
Spain	DF	148310/2	5/3/00	00148310/2	5/8/02
France	DF	002067	4/4/00	002067	4/4/00
Great Britain	DF	2091913	4/3/00	2091913	4/10/99
Greece	DF	20000600125	5/22/00	6000847	3/22/01
Israel	DF	33932	3/8/00	33932	1/29/03
Italy	DF	TO 2000O000099	5/5/00	80689	5/14/03
South Korea	DF	2001-0008168	8/21/00	0280850	7/19/01

Title and Country	Assignee	Appl. No.	Filing Date	Patent No.	Issue Date
Norway	DF	20000234	4/4/00	76114	1/4/01
Russian Federation	DF	20000501243	7/19/00	49638	N/A
Taiwan	DF	89305628	8/21/00	75558	1/2/02
SEAT CUSHION					
Benelux	DF	74818-00	8/19/98	30199-00	4/21/99
Germany	DF	49808898.7	9/9/98	49808898.7	2/18/99
Denmark	DF	MA 1998 00363	4/1/98	MR 1998 00903	12/1/98
Great Britain	DF	2077990	9/28/98	2077990	4/1/98
Norway	DF	980604	8/24/98	74978	5/20/99
Sweden	DF	981696	8/28/98	65.298	8/16/00
QUILTED FUTON MATTRESS OVERLAY					
Denmark	DF	PA200400766	5/12/04	Pending	N/A
DONUT CUSHION					
Denmark	DF	PA200400847	5/28/04	Pending	N/A
EN BENSTØTTEPUDE					
Denmark	DF	MA 2000 01344	12/7/00	MR20010081 6	8/23/01
LEG SPACER PILLOW					
Germany	DF	40105335.0	6/7/01	40105335.0	10/9/01
Spain	DF	151.612/4	6/7/01	151.612/4	8/26/01
France	DF	013332	6/7/01	641733A6417 43	10/26/01
United Kingdom	DF	2102384	6/7/01	2102384	8/22/01
Italy	DF	TO20010000162	6/8/01	82312	11/7/03
VISKOMADRAS					
Denmark	DF	PA 2000 00027	1/11/00	Pending	N/A
VISKOMADRAS (utility model)					
Denmark	DF	BA 2001 00008	1/5/01	BR2001 00008	2/23/01

Title and Country	Assignee	Appl. No.	Filing Date	Patent No.	Issue Date
VEHICLE HEAD REST					
Sweden	DF	9800673-7		Lapsed	N/A
Australia	DF	27529/99		738840	9/27/01
Brazil	DF	P19908436-8		Pending	N/A
China	DF	99803433.9		1103704	3/26/03
EPO	DF	99908007.0		Pending	N/A
India	DF	IN/PCT/2000/0033 9/C/HE		Pending	N/A
Japan	DF	2000-7009646		Pending	N/A
South Korea	DF	2000-7009646		Pending	N/A
Mexico	DF	008562		Pending	N/A
Russia	DF	2000124935		Pending	N/A

SCHEDULE II
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EUROPEAN INTELLECTUAL PROPERTY LICENSE AGREEMENT

II. Trademarks

Country	Trademark	Owner	Status	Application No.	Filing Date	Registration No.	Registration Date
Canada	TEMPUR-PEDIC	Dan-Foam APS	Registered	866042	1/14/98	515469	8/26/99
United States of America	TEMPUR PEDIC	Dan-Foam APS	Registered	74/247231	2/19/92	1853088	9/6/94
Argentina	TEMPUR	Dan-Foam APS	Registered	2315570	11/10/00	1871596	5/16/02
Argentina	TEMPUR	Dan-Foam APS	Registered	2315569	11/10/00	1871594	5/16/02
Australia	TEMPUR	Dan-Foam APS	Registered	844724	8/1/00	844724	9/10/01
Benelux	TEMPUR	Dan-Foam APS	Renewed	778818	4/10/92	516564	4/10/92
Benelux	TEMPUR	Dan-Foam APS	Renewed	798407	6/7/93	532326	6/7/93
Brazil	TEMPUR	Dan-Foam APS	Published	823080323	8/16/00	Pending	N/A
Brazil	TEMPUR	Dan-Foam APS	Published	823080340	8/16/00	Pending	N/A
Canada	TEMPUR	Dan-Foam APS	Registered	866040	1/14/98	515449	8/26/99
China	TEMPUR	Dan-Foam APS	Registered	2000111807	7/27/00	1637560	9/21/01
China	TEMPUR	Dan-Foam APS	Registered	2000111810	7/27/00	1628926	9/7/01
China	TEMPUR	Dan-Foam APS	Registered	2000111809	7/27/00	1637561	9/21/01
China	TEMPUR	Dan-Foam APS	Registered	2000111808	7/27/00	1628928	9/7/01
Croatia	TEMPUR	Dan-Foam APS	Pending	N/A	5/21/04		
Czech Republic	TEMPUR	Dan-Foam APS	Registered	155056	5/3/00	234414	6/25/01
Denmark	TEMPUR	Dan-Foam APS	Abandoned	VA19910578 5	8/16/91	VR19920280 8	4/10/92
Dominican Republic	TEMPUR	Dan-Foam APS	Registered	2002-159399	5/25/01	129900	8/30/01
Dominican Republic	TEMPUR	Dan-Foam APS	Registered	2002-155391	5/25/01	130040	8/30/01
European Community	TEMPUR	Dan-Foam APS	Registered	1200179	5/20/99	1200179	6/13/01

Country	Trademark	Owner	Status	Application No.	Filing Date	Registration No.	Registration Date
Finland	TEMPUR	Dan-Foam APS	Abandoned	T199203662	7/30/92	201756	9/30/96
France	TEMPUR	Dan-Foam APS	Abandoned	92/414607	4/10/92	92/414607	4/10/92
Germany	TEMPUR	Dan-Foam APS	Abandoned	S54214/10W Z	4/9/92	2032993	3/23/93
Hong Kong	TEMPUR	Dan-Foam APS	Published	300210879	5/7/04	Pending	N/A
Iceland	TEMPUR	Dan-Foam APS	Registered	342/1996	3/8/96	884/1996	8/23/96
India	TEMPUR	Dan-Foam APS	Published	857505	5/24/99	Pending	N/A
India	TEMPUR	Dan-Foam APS	Registered	857504	5/24/99	857504	10/31/03
Indonesia	TEMPUR	Dan-Foam APS	Pending	20041790318 035	6/24/04	Pending	N/A
Indonesia	TEMPUR	Dan-Foam APS	Pending	20041790318 036	6/24/04	Pending	N/A
International Registration	TEMPUR	Dan-Foam APS	Registered			636554	11/1/94
International Registration	TEMPUR	Dan-Foam APS	Registered	761598	7/9/01	761598	7/9/01
Iran	TEMPUR	Dan-Foam APS	Registered	80021340	5/21/01	96000	10/23/01
Israel	TEMPUR	Dan-Foam APS	Renewed	99459	7/4/95	99459	1/5/97
Israel	TEMPUR	Dan-Foam APS	Renewed	99458	7/4/95	99458	4/15/97
Japan	TEMPUR	Dan-Foam APS	Registered	2000-48713	5/1/00	4566278	5/10/02
Japan	TEMPUR	Dan-Foam APS	Registered	H05-059293	6/15/93	4163394	7/3/98
Japan	TEMPUR	Dan-Foam APS	Registered	H05-059292	6/15/93	3225123	11/29/96
Korea, Republic of	TEMPUR	Dan-Foam APS	Registered	94-31677	8/8/94	342613	7/5/96
Korea, Republic of	TEMPUR	Dan-Foam APS	Registered	94-31676	8/8/94	338403	4/26/96
Kuwait	TEMPUR	Dan-Foam APS	Registered	48505	12/9/00	44881	5/5/03
Kuwait	TEMPUR	Dan-Foam APS	Registered	48504	12/9/00	44785	5/5/03
Lebanon	TEMPUR	Dan-Foam APS	Registered	96- 010772621	3/28/01	86842	3/28/01

Country	Trademark	Owner	Status	Application No.	Filing Date	Registration No.	Registration Date
Malaysia	TEMPUR	Dan-Foam APS	Pending	2004/06344	5/12/04	Pending	N/A
Malaysia	TEMPUR	Dan-Foam APS	Pending	2004/06343	5/12/04	Pending	N/A
Mexico	TEMPUR	Dan-Foam APS	Registered	457910	11/13/00	689724	2/28/01
Mexico	TEMPUR	Dan-Foam APS	Registered	457909	11/13/00	689723	2/28/01
New Zealand	TEMPUR	Dan-Foam APS	Registered	633338	3/5/01	633338	9/6/01
New Zealand	TEMPUR	Dan-Foam APS	Registered	633337	3/5/01	633337	9/6/01
Norway	TEMPUR	Dan-Foam APS	Registered	92.3905	8/4/92	161579	2/24/94
Philippines	TEMPUR	Dan-Foam APS	Registered	113841	9/13/96	41996113841	8/28/00
Philippines	TEMPUR	Dan-Foam APS	Registered	113840	9/13/96	41996113840	8/28/00
Puerto Rico	TEMPUR	Dan-Foam APS	Registered	N/A	5/15/01	51231	5/14/02
Puerto Rico	TEMPUR	Dan-Foam APS	Registered	N/A	5/15/01	51230	5/14/02
Russian Federation	TEMPUR	Dan-Foam APS	Pending	N/A	6/21/04	Pending	N/A
Serbia and Montenegro	TEMPUR	Dan-Foam APS	Pending	748/04	5/28/04	Pending	N/A
Singapore	TEMPUR	Dan-Foam APS	Pending	T04/07800I	5/14/04	Pending	N/A
Singapore	TEMPUR	Dan-Foam APS	Pending	T04/07799A	5/14/04	Pending	N/A
South Africa	TEMPUR	Dan-Foam APS	Accepted	99/09453	5/26/99	Pending	N/A
South Africa	TEMPUR	Dan-Foam APS	Accepted	99/09452	5/26/99	Pending	N/A
Sweden	TEMPUR	Dan-Foam APS	Renewed	91-6867	8/14/91	236525	6/12/92
Switzerland	TEMPUR	Dan-Foam APS	Registered	5741/1992.0	7/30/92	400608	7/30/92
Syria	TEMPUR	Dan-Foam APS	Registered	206032	8/16/00	76817	8/5/01
Taiwan	TEMPUR	Dan-Foam APS	Registered	83057077	9/6/94	687829	8/16/95
Taiwan	TEMPUR	Dan-Foam APS	Registered	83057076	9/6/94	682811	7/1/95
Thailand	TEMPUR	Dan-Foam APS	Abandoned	462885	8/17/01	Pending	N/A
Thailand	TEMPUR	Dan-Foam APS	Pending	462886	8/17/01	Pending	N/A
Turkey	TEMPUR	Dan-Foam APS	Pending	2004/14778	5/21/04	Pending	N/A
United Arab Emirates	TEMPUR	Dan-Foam APS	Registered	40558	1/17/01	31725	5/11/02

Country	Trademark	Owner	Status	Application No.	Filing Date	Registration No.	Registration Date
United Arab Emirates	TEMPUR	Dan-Foam APS	Registered	40557	1/17/01	31676	5/11/02
United Kingdom	TEMPUR	Dan-Foam APS	Abandoned	1508897	8/1/92	1508897	8/1/92
United Kingdom	TEMPUR	Dan-Foam APS	Abandoned	1508896	8/1/92	1508896	8/1/92
United States of America	TEMPUR	Dan-Foam APS	Registered	74/322007	10/9/92	1926469	10/10/95
Canada	TEMPUR MED	Dan-Foam APS	Registered	866041	1/14/98	515468	8/26/99
United States of America	TEMPUR MED	Dan-Foam APS	Registered	74/321912	10/9/92	1924637	10/3/95
Argentina	TEMPUR DESIGN AND	Dan-Foam APS	Registered	2315572	11/10/00	1871599	5/16/02
Argentina	TEMPUR DESIGN AND	Dan-Foam APS	Registered	2315571	11/10/00	1871597	5/16/02
Australia	TEMPUR DESIGN AND	Dan-Foam APS	Registered	846480	8/15/00	846480	9/10/01
Belarus	TEMPUR DESIGN AND	Dan-Foam APS	Registered	20001292	8/18/00	16197	11/19/02
Brazil	TEMPUR DESIGN AND	Dan-Foam APS	Published	823080331	8/16/00	Pending	N/A
Brazil	TEMPUR DESIGN AND	Dan-Foam APS	Published	823080315	8/16/00	Pending	N/A
China	TEMPUR DESIGN AND	Dan-Foam APS	Registered	2000111806	7/27/00	1628927	9/7/01
China	TEMPUR DESIGN AND	Dan-Foam APS	Registered	2000111805	7/27/00	2018794	4/28/04
Croatia	TEMPUR DESIGN AND	Dan-Foam APS	Pending	N/A	5/21/04	Pending	N/A
Czech Republic	TEMPUR DESIGN AND	Dan-Foam APS	Registered	155055	5/3/00	234413	6/25/01
Denmark	TEMPUR DESIGN AND	Dan-Foam APS	Registered	VA20010267 9	7/10/01	VR20010380 5	9/12/01
European Community	TEMPUR DESIGN &	Dan-Foam APS	Registered	1167923	5/4/99	1167923	11/16/00
Hong Kong	TEMPUR DESIGN &	Dan-Foam APS	Published	300212507	5/11/04	Pending	N/A
Iceland	TEMPUR DESIGN AND	Dan-Foam APS	Registered	2676/2000	8/1/00	1281/2000	10/2/00
India	TEMPUR DESIGN AND	Dan-Foam APS	Pending	857502	5/24/99	Pending	N/A
India	TEMPUR DESIGN AND	Dan-Foam APS	Pending	857503	5/24/99	Pending	N/A
Indonesia	TEMPUR DESIGN AND	Dan-Foam APS	Pending	20041790518 037	6/24/04	Pending	N/A
Indonesia	TEMPUR DESIGN AND	Dan-Foam APS	Pending	20041790618 038	6/24/04	Pending	N/A

Country	Trademark	Owner	Status	Application No.	Filing Date	Registration No.	Registration Date
International Registration	TEMPUR DESIGN	AND Dan-Foam APS	Registered	763799	7/17/01	763799	7/17/01
Israel	TEMPUR DESIGN	AND Dan-Foam APS	Registered	140850	8/8/00	140850	12/4/01
Israel	TEMPUR DESIGN	AND Dan-Foam APS	Registered	140851	8/8/00	140851	12/4/01
Japan	TEMPUR DESIGN	AND Dan-Foam APS	Registered	41751/99	5/14/99	4355267	1/28/00
Malaysia	TEMPUR DESIGN	AND Dan-Foam APS	Pending	2004/06342	5/12/04	Pending	N/A
Malaysia	TEMPUR DESIGN	AND Dan-Foam APS	Pending	2004/06341	5/12/04	Pending	N/A
Mexico	TEMPUR DESIGN	AND Dan-Foam APS	Registered	457911	11/13/00	702511	6/20/01
Mexico	TEMPUR DESIGN	AND Dan-Foam APS	Registered	457912	11/13/00	693166	3/30/01
New Zealand	TEMPUR DESIGN	AND Dan-Foam APS	Registered	633844	3/13/01	633844	10/9/01
New Zealand	TEMPUR DESIGN	AND Dan-Foam APS	Registered	633843	3/13/01	633843	10/9/01
Norway	TEMPUR DESIGN	AND Dan-Foam APS	Registered	9904628	5/12/99	204264	8/24/00
Philippines	TEMPUR DESIGN	& Dan-Foam APS	Pending	4200006465	8/2/00	Pending	N/A
Russian Federation	TEMPUR DESIGN	AND Dan-Foam APS	Pending	N/A	6/21/04	Pending	N/A
Serbia and Montenegro	TEMPUR DESIGN	AND Dan-Foam APS	Pending	747/04	5/28/04	Pending	N/A
Singapore	TEMPUR DESIGN	AND Dan-Foam APS	Pending	T04/07797E	5/14/04	Pending	N/A
Singapore	TEMPUR DESIGN	AND Dan-Foam APS	Pending	T04/07796G	5/14/04	Pending	N/A
South Africa	TEMPUR DESIGN	AND Dan-Foam APS	Registered	99/10599	5/20/99	1999/10599	2/7/03
South Africa	TEMPUR DESIGN	AND Dan-Foam APS	Registered	99/10598	5/20/99	1999/10598	2/7/03
Switzerland	TEMPUR DESIGN	AND Dan-Foam APS	Registered	4084/1999	5/10/99	467971	12/28/99
Syria	TEMPUR DESIGN	AND Dan-Foam APS	Registered	218216	8/30/00	77823	10/31/01
Taiwan	TEMPUR DESIGN	AND Dan-Foam APS	Registered	87004497	2/5/98	889752	4/16/00
Taiwan	TEMPUR DESIGN	AND Dan-Foam APS	Registered	87004498	2/5/98	879680	1/16/00
Turkey	TEMPUR DESIGN	AND Dan-Foam APS	Pending	2004/14779	5/12/04	Pending	N/A
United States of America	TEMPUR DESIGN	& Dan-Foam APS	Registered	75/588182	11/13/98	2495299	10/9/01

Country	Trademark	Owner	Status	Application No.	Filing Date	Registration No.	Registration Date
Denmark	ASTRO PILLOW	Dan-Foam APS	Registered	VA20000484 2	11/17/00	VR20000568 5	12/7/00
European Community	ASTRO PILLOW	Dan-Foam APS	Registered	1960194	11/17/00	1960194	3/7/02
Benelux	DFC TEMPUR	Dan-Foam APS	Renewed	800986	7/28/93	536923	7/28/93
Sweden	TEMPUR MADRASSEN	Dan-Foam APS	Renewed	92-7020	8/5/92	247136	2/26/93
Sweden	TEMPUR MADRASSEN	Dan-Foam APS	Renewed	92-7019	8/5/92	247135	2/26/93
European Community	GALAXY	Dan-Foam APS	Registered	2002392	12/15/00	2002392	6/18/02
Japan	GALAXY	Dan-Foam APS	Pending	2001-53839	6/13/01	Pending	N/A
Korea, Republic of	TEMPUR-PEDIC AND DESIGN	Dan-Foam APS	Registered	94-31501	8/5/94	332808	1/31/96
Korea, Republic of	TEMPUR-PEDIC AND DESIGN	Dan-Foam APS	Registered	94-31502	8/5/94	351588	12/17/96

SCHEDULE I
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I. Patents

<u>Title</u>	<u>Assignee</u>	<u>Appl. No.</u>	<u>Filing Date</u>	<u>Patent No.</u>	<u>Issue Date</u>
LAMINATED VISCO-ELASTIC SUPPORT	TW	09/458968	6/2/95	6159574	12/12/00
LAMINATED VISCO-ELASTIC SUPPORT	TW	09/703893	11/1/00	6541094	4/1/03
LAMINATED VISCO-ELASTIC SUPPORT	TW	10/403255	3/31/03	Pending	N/A
CUSHION	TW	09/758018	1/10/01	6602579	8/5/03
CUSHION	TW	10/379889	3/5/03	Pending	N/A
THERAPEUTIC MATTRESS ASSEMBLY	-	60/246356	11/7/00	Abandoned	N/A
THERAPEUTIC MATTRESS ASSEMBLY	-	PCTUS0144111	11/6/01	Abandoned	N/A
THERAPEUTIC MATTRESS ASSEMBLY	TW	10/415629	5/1/03	Pending	N/A
METHOD AND APPARATUS FOR MENTAL TRAINING	-	60/242175	10/20/00	Abandoned	N/A
METHOD AND APPARATUS FOR MENTAL TRAINING	-	PCTUS0150633	10/19/01	Abandoned	N/A
LEG SPACER PILLOW		29/137361	2/16/01	Abandoned	N/A
LEG SPACER PILLOW	TW	10/021276	12/7/01	6578218	6/17/03
PRODUCT DEMONSTRATION SYSTEM AND METHOD FOR USING THE SAME	-	60/260763	1/10/01	Abandoned	N/A
PRODUCT DEMONSTRATION SYSTEM AND METHOD FOR USING THE SAME	TW	PCTUS0200792	1/10/02	Pending	N/A
PRODUCT DEMONSTRATION SYSTEM AND METHOD FOR USING THE SAME	TW	10/466150	7/10/03	Pending	N/A
CONTOURED HEAD PILLOW	TW	29/145969	8/1/01	D456660	5/7/02

<u>Title</u>	<u>Assignee</u>	<u>Appl. No.</u>	<u>Filing Date</u>	<u>Patent No.</u>	<u>Issue Date</u>
METHOD OF MANAGING THE PROVISION OF HEALTHCARE AND SYSTEM FOR EFFECTING SAME	-	60/353998	2/1/02	Abandoned	N/A
METHOD OF MANAGING THE PROVISION OF HEALTHCARE AND SYSTEM FOR EFFECTING SAME	TW	10/356376	1/31/03	Pending	N/A
COMFORT PILLOW	-	60/383169	5/24/02	Abandoned	N/A
COMFORT PILLOW	TW	PCTUS0316486	5/23/03	Pending	N/A
COMFORT PILLOW	TW	10/489233	3/10/04	Pending	N/A
PILLOW TOP FOR A CUSHION	TW	10/685298	10/14/03	Pending	N/A
INTERACTIVE BED DISPLAY	TW	10/268202	10/10/02	Pending	N/A
THERAPEUTIC MATTRESS ASSEMBLY Canada	TW	2428225	11/6/01	Pending	N/A
European Patent Office	TW	01993442-1	11/6/01	Pending	N/A
PRODUCT DEMONSTRATION SYSTEM AND MEHTOD OF USING THE SAME European Patent Office	TW	02705747.0	1/10/02	Pending	N/A
CONFORT PILLOW European Patent Office	TW		5/23/04	Pending	N/A
INTERACTIVE BED DISPLAY Canada	TW	2408456	10/17/02	Pending	N/A
BED FRAME PATENT PCT	-	PCTIB0204015	8/1/02	Abandoned	N/A

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II. Trademarks

Country	Trademark	Owner	Status	Application No.	Filing Date	Registration No.	Registration Date
United States of America	SWEDISH SLEEP SYSTEM	Tempur-Pedic, Inc.	Registered	75/588114	11/13/98	2452364	5/22/01
United States of America	TEMPUR INSIDE	Tempur-Pedic, Inc.	Abandoned	75/588117	11/13/98	N/A	N/A
United States of America	TEMPUR INSIDE	Tempur-Pedic, Inc.	Abandoned	75/879033	12/28/99	N/A	N/A
Argentina	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	2.329.281	2/27/01	Pending	N/A
Australia	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	867345	2/26/01	867345	7/20/01
Brazil	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	823623793	2/28/01	Pending	N/A
Canada	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	1094286	2/28/01	Pending	N/A
Chile	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	519.094	2/27/01	615.511	1/3/02
China	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	2001050417	4/3/01	Pending	N/A
Denmark	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	VA20000285 6	6/30/00	VR20000363 7	8/8/00
European Community	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	2109411	2/28/01	2109411	9/4/02
India	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	993194	2/27/01	Pending	N/A
Japan	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	17529/2001	2/28/01	Pending	N/A
Korea, Republic of	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	2001-7256	2/27/01	Pending	N/A
Mexico	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	473408	2/28/01	Pending	N/A
Poland	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	Z-232432	3/5/01	Pending	N/A
Russian Federation	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	2001705944	2/27/01	Pending	N/A
Singapore	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	T01/02654G	2/28/01	T01/02654G	10/5/00
South Africa	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	2001/03186	2/26/01	Pending	N/A
Taiwan	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	90006314	2/27/01	985539	2/16/02
United States of America	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	76/113803	8/22/00	N/A	N/A

Country	Trademark	Owner	Status	Application No.	Filing Date	Registration No.	Registration Date
United States of America	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	76/141575	10/5/00	2725035	6/10/03
Venezuela	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	3302/01	2/28/01	Pending	N/A
United States of America	SPACE MATTRESS	Tempur-Pedic, Inc.	Abandoned	76/120453	8/31/00		
United States of America	SPACE CUSHION	Tempur-Pedic, Inc.	Abandoned	76/120452	8/31/00		
United States of America	SPACE BED	Tempur-Pedic, Inc.	Abandoned	76/120463	8/31/00	N/A	N/A
United States of America	SPACE FOAM	Tempur-Pedic, Inc.	Abandoned	76/120454	8/31/00		
United States of America	SPACE CHAIR	Tempur-Pedic, Inc.	Abandoned	76/238830	4/10/01		
United States of America	TEMPUR-PLUS3	Tempur World, Inc.	Registered	76/188027	12/28/00	2840686	5/11/04
Canada	TEMPURAP	Tempur World, Inc.	Pending	1087987	1/3/01	Pending	N/A
United States of America	TEMPURAP	Tempur World, Inc.	Registered	76/188028	12/28/00	2840687	5/11/04
United States of America	THE ART OF SLEEPING	Tempur-Pedic, Inc.	Abandoned	76/323543	10/10/01	Pending	N/A
United States of America	CLASSIC PILLOW	Tempur-Pedic, Inc.	Abandoned	78/057154	4/6/01	N/A	N/A
United States of America	GALAXY	Tempur-Pedic, Inc.	Abandoned	78/068697	6/12/01	N/A	N/A
United States of America	TEMPUR MARINE and Design	Tempur-Pedic, Inc.	Pending	78/162282	9/10/02	Pending	N/A
Canada	SWEDISH SLEEP SYSTEM	Tempur World, Inc.	Registered	1149070	8/7/02	593,193	11/05/03
United States of America	TEMPURAIR	Tempur World, Inc.	Registered	78/176891	10/22/02	2823185	3/16/04
United States of America/ Madrid Protocol Application	STAR QUALITY SLEEP	Tempur World, Inc.	Pending	78/248545	5/12/03	Pending	N/A
United States of America/ Madrid Protocol Application	SLEEP SYSTEM OF THE STARS	Tempur World, Inc.	Pending	78/248538	5/12/03	Pending	N/A
United States of America/ Madrid Protocol Application	MATTRESS OF THE STARS	Tempur World, Inc.	Pending	78/248501	5/12/03	Pending	N/A
Canada	THE CELEBRITY BED BY TEMPUR-PEDIC	Tempur-Pedic Int'l, Inc.	Pending	1208026	3/1/04	Pending	N/A
European Community	THE CELEBRITY BED BY TEMPUR-PEDIC	Tempur-Pedic Int'l, Inc.	Pending	3676831	3/1/04	Pending	N/A

Country	Trademark	Owner	Status	Application No.	Filing Date	Registration No.	Registration Date
United States of America	THE CELEBRITY BED BY TEMPUR-PEDIC	Tempur World, Inc.	Pending	78/294192	8/29/03	Pending	N/A
United States of America	THE ORIGINAL	Tempur-Pedic Int'l, Inc.	Pending	78/421250	5/19/04	Pending	N/A
United States of America	VISCOCERV	Tempur-Pedic Int'l, Inc.	Pending	78/335012	12/2/03	Pending	N/A

SCHEDULE I TO TRADEMARK SECURITY AGREEMENT

U.S. and Foreign Trademarks

<u>Country</u>	<u>Trademark</u>	<u>Owner</u>	<u>Status</u>	<u>Application No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Registration Date</u>
Canada	TEMPUR-PEDIC	Dan-Foam APS	Registered	866042	1/14/98	515469	8/26/99
United States of America	TEMPUR PEDIC	Dan-Foam APS	Registered	74/247231	2/19/92	1853088	9/6/94
Argentina	TEMPUR	Dan-Foam APS	Registered	2315570	11/10/00	1871596	5/16/02
Argentina	TEMPUR	Dan-Foam APS	Registered	2315569	11/10/00	1871594	5/16/02
Australia	TEMPUR	Dan-Foam APS	Registered	844724	8/1/00	844724	9/10/01
Benelux	TEMPUR	Dan-Foam APS	Renewed	778818	4/10/92	516564	4/10/92
Benelux	TEMPUR	Dan-Foam APS	Renewed	798407	6/7/93	532326	6/7/93
Brazil	TEMPUR	Dan-Foam APS	Published	823080323	8/16/00	Pending	N/A
Brazil	TEMPUR	Dan-Foam APS	Published	823080340	8/16/00	Pending	N/A
Canada	TEMPUR	Dan-Foam APS	Registered	866040	1/14/98	515449	8/26/99
China	TEMPUR	Dan-Foam APS	Registered	2000111807	7/27/00	1637560	9/21/01
China	TEMPUR	Dan-Foam APS	Registered	2000111810	7/27/00	1628926	9/7/01
China	TEMPUR	Dan-Foam APS	Registered	2000111809	7/27/00	1637561	9/21/01
China	TEMPUR	Dan-Foam APS	Registered	2000111808	7/27/00	1628928	9/7/01
Croatia	TEMPUR	Dan-Foam APS	Pending	N/A	5/21/04		
Czech Republic	TEMPUR	Dan-Foam APS	Registered	155056	5/3/00	234414	6/25/01
Denmark	TEMPUR	Dan-Foam APS	Abandoned	VA19910578 5	8/16/91	VR19920280 8	4/10/92
Dominican Republic	TEMPUR	Dan-Foam APS	Registered	2002-159399	5/25/01	129900	8/30/01
Dominican Republic	TEMPUR	Dan-Foam APS	Registered	2002-155391	5/25/01	130040	8/30/01
European Community	TEMPUR	Dan-Foam APS	Registered	1200179	5/20/99	1200179	6/13/01
Finland	TEMPUR	Dan-Foam APS	Abandoned	T199203662	7/30/92	201756	9/30/96
France	TEMPUR	Dan-Foam APS	Abandoned	92/414607	4/10/92	92/414607	4/10/92

<u>Country</u>	<u>Trademark</u>	<u>Owner</u>	<u>Status</u>	<u>Application No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Registration Date</u>
Germany	TEMPUR	Dan-Foam APS	Abandoned	S54214/10W Z	4/9/92	2032993	3/23/93
Hong Kong	TEMPUR	Dan-Foam APS	Published	300210879	5/7/04	Pending	N/A
Iceland	TEMPUR	Dan-Foam APS	Registered	342/1996	3/8/96	884/1996	8/23/96
India	TEMPUR	Dan-Foam APS	Published	857505	5/24/99	Pending	N/A
India	TEMPUR	Dan-Foam APS	Registered	857504	5/24/99	857504	10/31/03
Indonesia	TEMPUR	Dan-Foam APS	Pending	20041790318 035	6/24/04	Pending	N/A
Indonesia	TEMPUR	Dan-Foam APS	Pending	20041790318 036	6/24/04	Pending	N/A
International Registration	TEMPUR	Dan-Foam APS	Registered			636554	11/1/94
International Registration	TEMPUR	Dan-Foam APS	Registered	761598	7/9/01	761598	7/9/01
Iran	TEMPUR	Dan-Foam APS	Registered	80021340	5/21/01	96000	10/23/01
Israel	TEMPUR	Dan-Foam APS	Renewed	99459	7/4/95	99459	1/5/97
Israel	TEMPUR	Dan-Foam APS	Renewed	99458	7/4/95	99458	4/15/97
Japan	TEMPUR	Dan-Foam APS	Registered	2000-48713	5/1/00	4566278	5/10/02
Japan	TEMPUR	Dan-Foam APS	Registered	H05-059293	6/15/93	4163394	7/3/98
Japan	TEMPUR	Dan-Foam APS	Registered	H05-059292	6/15/93	3225123	11/29/96
Korea, Republic of	TEMPUR	Dan-Foam APS	Registered	94-31677	8/8/94	342613	7/5/96
Korea, Republic of	TEMPUR	Dan-Foam APS	Registered	94-31676	8/8/94	338403	4/26/96
Kuwait	TEMPUR	Dan-Foam APS	Registered	48505	12/9/00	44881	5/5/03
Kuwait	TEMPUR	Dan-Foam APS	Registered	48504	12/9/00	44785	5/5/03
Lebanon	TEMPUR	Dan-Foam APS	Registered	96- 010772621	3/28/01	86842	3/28/01
Malaysia	TEMPUR	Dan-Foam APS	Pending	2004/06344	5/12/04	Pending	N/A
Malaysia	TEMPUR	Dan-Foam APS	Pending	2004/06343	5/12/04	Pending	N/A

<u>Country</u>	<u>Trademark</u>	<u>Owner</u>	<u>Status</u>	<u>Application No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Registration Date</u>
Mexico	TEMPUR	Dan-Foam APS	Registered	457910	11/13/00	689724	2/28/01
Mexico	TEMPUR	Dan-Foam APS	Registered	457909	11/13/00	689723	2/28/01
New Zealand	TEMPUR	Dan-Foam APS	Registered	633338	3/5/01	633338	9/6/01
New Zealand	TEMPUR	Dan-Foam APS	Registered	633337	3/5/01	633337	9/6/01
Norway	TEMPUR	Dan-Foam APS	Registered	92.3905	8/4/92	161579	2/24/94
Philippines	TEMPUR	Dan-Foam APS	Registered	113841	9/13/96	41996113841	8/28/00
Philippines	TEMPUR	Dan-Foam APS	Registered	113840	9/13/96	41996113840	8/28/00
Puerto Rico	TEMPUR	Dan-Foam APS	Registered	N/A	5/15/01	51231	5/14/02
Puerto Rico	TEMPUR	Dan-Foam APS	Registered	N/A	5/15/01	51230	5/14/02
Russian Federation	TEMPUR	Dan-Foam APS	Pending	N/A	6/21/04	Pending	N/A
Serbia and Montenegro	TEMPUR	Dan-Foam APS	Pending	748/04	5/28/04	Pending	N/A
Singapore	TEMPUR	Dan-Foam APS	Pending	T04/07800I	5/14/04	Pending	N/A
Singapore	TEMPUR	Dan-Foam APS	Pending	T04/07799A	5/14/04	Pending	N/A
South Africa	TEMPUR	Dan-Foam APS	Accepted	99/09453	5/26/99	Pending	N/A
South Africa	TEMPUR	Dan-Foam APS	Accepted	99/09452	5/26/99	Pending	N/A
Sweden	TEMPUR	Dan-Foam APS	Renewed	91-6867	8/14/91	236525	6/12/92
Switzerland	TEMPUR	Dan-Foam APS	Registered	5741/1992.0	7/30/92	400608	7/30/92
Syria	TEMPUR	Dan-Foam APS	Registered	206032	8/16/00	76817	8/5/01
Taiwan	TEMPUR	Dan-Foam APS	Registered	83057077	9/6/94	687829	8/16/95
Taiwan	TEMPUR	Dan-Foam APS	Registered	83057076	9/6/94	682811	7/1/95
Thailand	TEMPUR	Dan-Foam APS	Abandoned	462885	8/17/01	Pending	N/A
Thailand	TEMPUR	Dan-Foam APS	Pending	462886	8/17/01	Pending	N/A
Turkey	TEMPUR	Dan-Foam APS	Pending	2004/14778	5/21/04	Pending	N/A
United Arab Emirates	TEMPUR	Dan-Foam APS	Registered	40558	1/17/01	31725	5/11/02
United Arab Emirates	TEMPUR	Dan-Foam APS	Registered	40557	1/17/01	31676	5/11/02
United Kingdom	TEMPUR	Dan-Foam APS	Abandoned	1508897	8/1/92	1508897	8/1/92

<u>Country</u>	<u>Trademark</u>	<u>Owner</u>	<u>Status</u>	<u>Application No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Registration Date</u>
United Kingdom	TEMPUR	Dan-Foam APS	Abandoned	1508896	8/1/92	1508896	8/1/92
United States of America	TEMPUR	Dan-Foam APS	Registered	74/322007	10/9/92	1926469	10/10/95
Canada	TEMPUR MED	Dan-Foam APS	Registered	866041	1/14/98	515468	8/26/99
United States of America	TEMPUR MED	Dan-Foam APS	Registered	74/321912	10/9/92	1924637	10/3/95
United States of America	SWEDISH SLEEP SYSTEM	Tempur-Pedic, Inc.	Registered	75/588114	11/13/98	2452364	5/22/01
United States of America	TEMPUR INSIDE	Tempur-Pedic, Inc.	Abandoned	75/588117	11/13/98	N/A	N/A
United States of America	TEMPUR INSIDE	Tempur-Pedic, Inc.	Abandoned	75/879033	12/28/99	N/A	N/A
Argentina	TEMPUR AND DESIGN	Dan-Foam APS	Registered	2315572	11/10/00	1871599	5/16/02
Argentina	TEMPUR AND DESIGN	Dan-Foam APS	Registered	2315571	11/10/00	1871597	5/16/02
Australia	TEMPUR AND DESIGN	Dan-Foam APS	Registered	846480	8/15/00	846480	9/10/01
Belarus	TEMPUR AND DESIGN	Dan-Foam APS	Registered	20001292	8/18/00	16197	11/19/02
Brazil	TEMPUR AND DESIGN	Dan-Foam APS	Published	823080331	8/16/00	Pending	N/A
Brazil	TEMPUR AND DESIGN	Dan-Foam APS	Published	823080315	8/16/00	Pending	N/A
China	TEMPUR AND DESIGN	Dan-Foam APS	Registered	2000111806	7/27/00	1628927	9/7/01
China	TEMPUR AND DESIGN	Dan-Foam APS	Registered	2000111805	7/27/00	2018794	4/28/04
Croatia	TEMPUR AND DESIGN	Dan-Foam APS	Pending	N/A	5/21/04	Pending	N/A
Czech Republic	TEMPUR AND DESIGN	Dan-Foam APS	Registered	155055	5/3/00	234413	6/25/01
Denmark	TEMPUR AND DESIGN	Dan-Foam APS	Registered	VA20010267 9	7/10/01	VR20010380 5	9/12/01
European Community	TEMPUR AND DESIGN	Dan-Foam APS	Registered	1167923	5/4/99	1167923	11/16/00
Hong Kong	TEMPUR AND DESIGN	Dan-Foam APS	Published	300212507	5/11/04	Pending	N/A
Iceland	TEMPUR AND DESIGN	Dan-Foam APS	Registered	2676/2000	8/1/00	1281/2000	10/2/00
India	TEMPUR AND DESIGN	Dan-Foam APS	Pending	857502	5/24/99	Pending	N/A
India	TEMPUR AND DESIGN	Dan-Foam APS	Pending	857503	5/24/99	Pending	N/A
Indonesia	TEMPUR AND DESIGN	Dan-Foam APS	Pending	20041790518 037	6/24/04	Pending	N/A

<u>Country</u>	<u>Trademark</u>	<u>Owner</u>	<u>Status</u>	<u>Application No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Registration Date</u>
Indonesia	TEMPUR DESIGN	AND Dan-Foam APS	Pending	20041790618038	6/24/04	Pending	N/A
International Registration	TEMPUR DESIGN	AND Dan-Foam APS	Registered	763799	7/17/01	763799	7/17/01
Israel	TEMPUR DESIGN	AND Dan-Foam APS	Registered	140850	8/8/00	140850	12/4/01
Israel	TEMPUR DESIGN	AND Dan-Foam APS	Registered	140851	8/8/00	140851	12/4/01
Japan	TEMPUR DESIGN	AND Dan-Foam APS	Registered	41751/99	5/14/99	4355267	1/28/00
Malaysia	TEMPUR DESIGN	AND Dan-Foam APS	Pending	2004/06342	5/12/04	Pending	N/A
Malaysia	TEMPUR DESIGN	AND Dan-Foam APS	Pending	2004/06341	5/12/04	Pending	N/A
Mexico	TEMPUR DESIGN	AND Dan-Foam APS	Registered	457911	11/13/00	702511	6/20/01
Mexico	TEMPUR DESIGN	AND Dan-Foam APS	Registered	457912	11/13/00	693166	3/30/01
New Zealand	TEMPUR DESIGN	AND Dan-Foam APS	Registered	633844	3/13/01	633844	10/9/01
New Zealand	TEMPUR DESIGN	AND Dan-Foam APS	Registered	633843	3/13/01	633843	10/9/01
Norway	TEMPUR DESIGN	AND Dan-Foam APS	Registered	9904628	5/12/99	204264	8/24/00
Philippines	TEMPUR DESIGN	& Dan-Foam APS	Pending	4200006465	8/2/00	Pending	N/A
Russian Federation	TEMPUR DESIGN	AND Dan-Foam APS	Pending	N/A	6/21/04	Pending	N/A
Serbia and Montenegro	TEMPUR DESIGN	AND Dan-Foam APS	Pending	747/04	5/28/04	Pending	N/A
Singapore	TEMPUR DESIGN	AND Dan-Foam APS	Pending	T04/07797E	5/14/04	Pending	N/A
Singapore	TEMPUR DESIGN	AND Dan-Foam APS	Pending	T04/07796G	5/14/04	Pending	N/A
South Africa	TEMPUR DESIGN	AND Dan-Foam APS	Registered	99/10599	5/20/99	1999/10599	2/7/03
South Africa	TEMPUR DESIGN	AND Dan-Foam APS	Registered	99/10598	5/20/99	1999/10598	2/7/03
Switzerland	TEMPUR DESIGN	AND Dan-Foam APS	Registered	4084/1999	5/10/99	467971	12/28/99
Syria	TEMPUR DESIGN	AND Dan-Foam APS	Registered	218216	8/30/00	77823	10/31/01
Taiwan	TEMPUR DESIGN	AND Dan-Foam APS	Registered	87004497	2/5/98	889752	4/16/00
Taiwan	TEMPUR DESIGN	AND Dan-Foam APS	Registered	87004498	2/5/98	879680	1/16/00
Turkey	TEMPUR DESIGN	AND Dan-Foam APS	Pending	2004/14779	5/12/04	Pending	N/A

<u>Country</u>	<u>Trademark</u>	<u>Owner</u>	<u>Status</u>	<u>Application No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Registration Date</u>
United States of America	TEMPUR & DESIGN	Dan-Foam APS	Registered	75/588182	11/13/98	2495299	10/9/01
Argentina	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	2.329.281	2/27/01	Pending	N/A
Australia	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	867345	2/26/01	867345	7/20/01
Brazil	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	823623793	2/28/01	Pending	N/A
Canada	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	1094286	2/28/01	Pending	N/A
Chile	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	519.094	2/27/01	615.511	1/3/02
China	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	2001050417	4/3/01	Pending	N/A
Denmark	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	VA20000285 6	6/30/00	VR20000363 7	8/8/00
European Community	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	2109411	2/28/01	2109411	9/4/02
India	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	993194	2/27/01	Pending	N/A
Japan	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	17529/2001	2/28/01	Pending	N/A
Korea, Republic of	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	2001-7256	2/27/01	Pending	N/A
Mexico	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	473408	2/28/01	Pending	N/A
Poland	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	Z-232432	3/5/01	Pending	N/A
Russian Federation	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	2001705944	2/27/01	Pending	N/A
Singapore	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	T01/02654G	2/28/01	T01/02654G	10/5/00
South Africa	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	2001/03186	2/26/01	Pending	N/A
Taiwan	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	90006314	2/27/01	985539	2/16/02
United States of America	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	76/113803	8/22/00	N/A	N/A
United States of America	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	76/141575	10/5/00	2725035	6/10/03
Venezuela	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	3302/01	2/28/01	Pending	N/A
United States of America	SPACE MATTRESS	Tempur-Pedic, Inc.	Abandoned	76/120453	8/31/00		
United States of America	SPACE CUSHION	Tempur-Pedic, Inc.	Abandoned	76/120452	8/31/00		
United States of America	SPACE BED	Tempur-Pedic, Inc.	Abandoned	76/120463	8/31/00	N/A	N/A

<u>Country</u>	<u>Trademark</u>	<u>Owner</u>	<u>Status</u>	<u>Application No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Registration Date</u>
United States of America	SPACE FOAM	Tempur-Pedic, Inc.	Abandoned	76/120454	8/31/00		
United States of America	SPACE CHAIR	Tempur-Pedic, Inc.	Abandoned	76/238830	4/10/01		
Denmark	ASTRO PILLOW	Dan-Foam APS	Registered	VA20000484 2	11/17/00	VR20000568 5	12/7/00
European Community	ASTRO PILLOW	Dan-Foam APS	Registered	1960194	11/17/00	1960194	3/7/02
United States of America	TEMPUR-PLUS3	Tempur World, Inc.	Registered	76/188027	12/28/00	2840686	5/11/04
Canada	TEMPURAP	Tempur World, Inc.	Pending	1087987	1/3/01	Pending	N/A
United States of America	TEMPURAP	Tempur World, Inc.	Registered	76/188028	12/28/00	2840687	5/11/04
United States of America	THE ART OF SLEEPING	Tempur-Pedic, Inc.	Abandoned	76/323543	10/10/01	Pending	N/A
United States of America	CLASSIC PILLOW	Tempur-Pedic, Inc.	Abandoned	78/057154	4/6/01	N/A	N/A
Benelux	DFC TEMPUR	Dan-Foam APS	Renewed	800986	7/28/93	536923	7/28/93
Sweden	TEMPUR MADRASSEN	Dan-Foam APS	Renewed	92-7020	8/5/92	247136	2/26/93
Sweden	TEMPUR MADRASSEN	Dan-Foam APS	Renewed	92-7019	8/5/92	247135	2/26/93
European Community	GALAXY	Dan-Foam APS	Registered	2002392	12/15/00	2002392	6/18/02
Japan	GALAXY	Dan-Foam APS	Pending	2001-53839	6/13/01	Pending	N/A
United States of America	GALAXY	Tempur-Pedic, Inc.	Abandoned	78/068697	6/12/01	N/A	N/A
Korea, Republic of	TEMPUR-PEDIC AND DESIGN	Dan-Foam APS	Registered	94-31501	8/5/94	332808	1/31/96
Korea, Republic of	TEMPUR-PEDIC AND DESIGN	Dan-Foam APS	Registered	94-31502	8/5/94	351588	12/17/96
United States of America	TEMPUR MARINE and Design	Tempur-Pedic, Inc.	Pending	78/162282	9/10/02	Pending	N/A
Canada	SWEDISH SLEEP SYSTEM	Tempur World, Inc.	Registered	1149070	8/7/02	593,193	11/05/03
United States of America	TEMPURAIR	Tempur World, Inc.	Registered	78/176891	10/22/02	2823185	3/16/04
United States of America/ Madrid Protocol Application	STAR QUALITY SLEEP	Tempur World, Inc.	Pending	78/248545	5/12/03	Pending	N/A
United States of America/ Madrid Protocol Application	SLEEP SYSTEM OF THE STARS	Tempur World, Inc.	Pending	78/248538	5/12/03	Pending	N/A

<u>Country</u>	<u>Trademark</u>	<u>Owner</u>	<u>Status</u>	<u>Application No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Registration Date</u>
United States of America/ Madrid Protocol Application	MATTRESS OF THE STARS	Tempur World, Inc.	Pending	78/248501	5/12/03	Pending	N/A
Canada	THE CELEBRITY BED BY TEMPUR-PEDIC	Tempur-Pedic Int'l, Inc.	Pending	1208026	3/1/04	Pending	N/A
European Community	THE CELEBRITY BED BY TEMPUR-PEDIC	Tempur-Pedic Int'l, Inc.	Pending	3676831	3/1/04	Pending	N/A
United States of America	THE CELEBRITY BED BY TEMPUR-PEDIC	Tempur World, Inc.	Pending	78/294192	8/29/03	Pending	N/A
United States of America	THE ORIGINAL	Tempur-Pedic Int'l, Inc.	Pending	78/421250	5/19/04	Pending	N/A
United States of America	VISCOCERV	Tempur-Pedic Int'l, Inc.	Pending	78/335012	12/2/03	Pending	N/A

Schedule I
to
Intellectual Property Security Agreement

U.S. Patents

Title	Assignee	Appl. No.	Filing Date	Patent No.	Issue Date
LAMINATED VISCO-ELASTIC SUPPORT	TW	09/458968	6/2/95	6159574	12/12/00
LAMINATED VISCO-ELASTIC SUPPORT	TW	09/703893	11/1/00	6541094	4/1/03
LAMINATED VISCO-ELASTIC SUPPORT	TW	10/403255	3/31/03	Pending	N/A
CUSHION	TW	09/758018	1/10/01	6602579	8/5/03
CUSHION	TW	10/379889	3/5/03	Pending	N/A
THERAPEUTIC MATTRESS ASSEMBLY	-	60/246356	11/7/00	Abandoned	N/A
THERAPEUTIC MATTRESS ASSEMBLY	-	PCTUS0144111	11/6/01	Abandoned	N/A
THERAPEUTIC MATTRESS ASSEMBLY	TW	10/415629	5/1/03	Pending	N/A
CUSHION	DF	29/121291	4/4/00	D456659	5/7/02
CUSHION	DF	29/153266	1/2/02	D466750	12/10/02
METHOD AND APPARATUS FOR MENTAL TRAINING	-	60/242175	10/20/00	Abandoned	N/A
METHOD AND APPARATUS FOR MENTAL TRAINING	-	PCTUS0150633	10/19/01	Abandoned	N/A
LEG SPACER PILLOW		29/137361	2/16/01	Abandoned	N/A
LEG SPACER PILLOW	TW	10/021276	12/7/01	6578218	6/17/03
PRODUCT DEMONSTRATION SYSTEM AND METHOD FOR USING THE SAME	-	60/260763	1/10/01	Abandoned	N/A
PRODUCT DEMONSTRATION SYSTEM AND METHOD FOR USING THE SAME	TW	PCTUS0200792	1/10/02	Pending	N/A
PRODUCT DEMONSTRATION SYSTEM AND METHOD FOR USING THE SAME	TW	10/466150	7/10/03	Pending	N/A
CONTOURED HEAD PILLOW	TW	29/145969	8/1/01	D456660	5/7/02
METHOD OF MANAGING THE PROVISION OF HEALTHCARE AND SYSTEM FOR EFFECTING SAME	-	60/353998	2/1/02	Abandoned	N/A
METHOD OF MANAGING THE PROVISION OF HEALTHCARE AND SYSTEM FOR EFFECTING SAME	TW	10/356376	1/31/03	Pending	N/A
SLEEP MASK	DF	29/122485	4/4/00	D489,749	5/11/04

<u>Title</u>	<u>Assignee</u>	<u>Appl. No.</u>	<u>Filing Date</u>	<u>Patent No.</u>	<u>Issue Date</u>
SEAT CUSHION	DF	29/094416	10/1/98	D417,984	12/28/99
COMFORT PILLOW	-	60/383169	5/24/02	Abandoned	N/A
COMFORT PILLOW	TW	PCTUS0316486	5/23/03	Pending	N/A
COMFORT PILLOW	TW	10/489233	3/10/04	Pending	N/A
SEAT, ESPECIALLY FOR A VEHICLE	DF	09/523,587	2/22/99	6733083	5/11/04
PILLOW TOP FOR A CUSHION	TW	10/685298	10/14/03	Pending	N/A
INTERACTIVE BED DISPLAY	TW	10/268202	10/10/02	Pending	N/A

Foreign Patents

<u>Title and Country</u>	<u>Assignee</u>	<u>Appl. No.</u>	<u>Filing Date</u>	<u>Patent No.</u>	<u>Issue Date</u>
THERAPEUTIC MATTRESS ASSEMBLY					
Canada	TW	2428225	11/6/01	Pending	N/A
European Patent Office	TW	01993442-1	11/6/01	Pending	N/A
MILLENIUM PILLOW					
Austria	DF	MU 1360/2000	4/4/00	39.908	5/20/00
Australia	DF	1293/2000	4/28/00	142663	1/15/01
Brazil	DF	DI 6001994-8	8/2/00	DI6001994-8	6/19/01
Benelux	DF	76963 00	4/4/00	32244-00	4/4/00
Canada	DF	2000-0854	3/31/00	93191	8/24/01
Switzerland	DF	N/A	4/3/00	126.981	4/3/00
China	DF	00331057.4	7/25/00	00331057.4	1/27/01
Germany	DF	400 03 639.8	4/4/00	400 03 639.8	6/19/00
Denmark	DF	MA 1999 01168	10/4/99	MR 2000 00535	4/26/00
Spain	DF	148310/2	5/3/00	00148310/2	5/8/02
France	DF	002067	4/4/00	002067	4/4/00
Great Britain	DF	2091913	4/3/00	2091913	4/10/99
Greece	DF	20000600125	5/22/00	6000847	3/22/01
Israel	DF	33932	3/8/00	33932	1/29/03
Italy	DF	TO 2000O000099	5/5/00	80689	5/14/03
South Korea	DF	2001-0008168	8/21/00	0280850	7/19/01
Norway	DF	20000234	4/4/00	76114	1/4/01
Russian Federation	DF	20000501243	7/19/00	49638	N/A
Taiwan	DF	89305628	8/21/00	75558	1/2/02
SEAT CUSHION					
Benelux	DF	74818-00	8/19/98	30199-00	4/21/99
Germany	DF	49808898.7	9/9/98	49808898.7	2/18/99
Denmark	DF	MA 1998 00363	4/1/98	MR 1998 00903	12/1/98
Great Britain	DF	2077990	9/28/98	2077990	4/1/98
Norway	DF	980604	8/24/98	74978	5/20/99
Sweden	DF	981696	8/28/98	65.298	8/16/00

Title and Country	Assignee	Appl. No.	Filing Date	Patent No.	Issue Date
PRODUCT DEMONSTRATION SYSTEM AND MEHTOD OF USING THE SAME European Patent Office	TW	02705747.0	1/10/02	Pending	N/A
CONFORT PILLOW European Patent Office	TW		5/23/04	Pending	N/A
QUILTED FUTON MATTRESS OVERLAY Denmark	DF	PA200400766	5/12/04	Pending	N/A
DONUT CUSHION Denmark	DF	PA200400847	5/28/04	Pending	N/A
EN BENSTØTTEPUDE Denmark	DF	MA 2000 01344	12/7/00	MR200100816	8/23/01
LEG SPACER PILLOW Germany	DF	40105335.0	6/7/01	40105335.0	10/9/01
Spain	DF	151.612/4	6/7/01	151.612/4	8/26/01
France	DF	013332	6/7/01	641733A64174 3	10/26/01
United Kingdom	DF	2102384	6/7/01	2102384	8/22/01
Italy	DF	TO20010000162	6/8/01	82312	11/7/03
INTERACTIVE BED DISPLAY Canada	TW	2408456	10/17/02	Pending	N/A
VISKOMADRAS Denmark	DF	PA 2000 00027	1/11/00	Pending	N/A
VISKOMADRAS (utility model) Denmark	DF	BA 2001 00008	1/5/01	BR2001 00008	2/23/01
VEHICLE HEAD REST Sweden	DF	9800673-7		Lapsed	N/A
Australia	DF	27529/99		738840	9/27/01
Brazil	DF	P19908436-8		Pending	N/A
China	DF	99803433.9		1103704	3/26/03
EPO	DF	99908007.0		Pending	N/A
India	DF	IN/PCT/2000/00339/ C/HE		Pending	N/A
Japan	DF	2000-7009646		Pending	N/A
South Korea	DF	2000-7009646		Pending	N/A
Mexico	DF	008562		Pending	N/A
Russia	DF	2000124935		Pending	N/A
BED FRAME PATENT PCT	-	PCTIB0204015	8/1/02	Abandoned	N/A

Schedule II
to
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Trademarks

Country	Trademark	Owner	Status	Application No.	Filing Date	Registration No.	Registration Date
Canada	TEMPUR-PEDIC	Dan-Foam APS	Registered	866042	1/14/98	515469	8/26/99
United States of America	TEMPUR PEDIC	Dan-Foam APS	Registered	74/247231	2/19/92	1853088	9/6/94
Argentina	TEMPUR	Dan-Foam APS	Registered	2315570	11/10/00	1871596	5/16/02
Argentina	TEMPUR	Dan-Foam APS	Registered	2315569	11/10/00	1871594	5/16/02
Australia	TEMPUR	Dan-Foam APS	Registered	844724	8/1/00	844724	9/10/01
Benelux	TEMPUR	Dan-Foam APS	Renewed	778818	4/10/92	516564	4/10/92
Benelux	TEMPUR	Dan-Foam APS	Renewed	798407	6/7/93	532326	6/7/93
Brazil	TEMPUR	Dan-Foam APS	Published	823080323	8/16/00	Pending	N/A
Brazil	TEMPUR	Dan-Foam APS	Published	823080340	8/16/00	Pending	N/A
Canada	TEMPUR	Dan-Foam APS	Registered	866040	1/14/98	515449	8/26/99
China	TEMPUR	Dan-Foam APS	Registered	2000111807	7/27/00	1637560	9/21/01
China	TEMPUR	Dan-Foam APS	Registered	2000111810	7/27/00	1628926	9/7/01
China	TEMPUR	Dan-Foam APS	Registered	2000111809	7/27/00	1637561	9/21/01
China	TEMPUR	Dan-Foam APS	Registered	2000111808	7/27/00	1628928	9/7/01
Croatia	TEMPUR	Dan-Foam APS	Pending	N/A	5/21/04		
Czech Republic	TEMPUR	Dan-Foam APS	Registered	155056	5/3/00	234414	6/25/01
Denmark	TEMPUR	Dan-Foam APS	Abandoned	VA19910578 5	8/16/91	VR199202808	4/10/92
Dominican Republic	TEMPUR	Dan-Foam APS	Registered	2002-159399	5/25/01	129900	8/30/01
Dominican Republic	TEMPUR	Dan-Foam APS	Registered	2002-155391	5/25/01	130040	8/30/01
European Community	TEMPUR	Dan-Foam APS	Registered	1200179	5/20/99	1200179	6/13/01
Finland	TEMPUR	Dan-Foam APS	Abandoned	T199203662	7/30/92	201756	9/30/96

<u>Country</u>	<u>Trademark</u>	<u>Owner</u>	<u>Status</u>	<u>Application No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Registration Date</u>
France	TEMPUR	Dan-Foam APS	Abandoned	92/414607	4/10/92	92/414607	4/10/92
Germany	TEMPUR	Dan-Foam APS	Abandoned	S54214/10W Z	4/9/92	2032993	3/23/93
Hong Kong	TEMPUR	Dan-Foam APS	Published	300210879	5/7/04	Pending	N/A
Iceland	TEMPUR	Dan-Foam APS	Registered	342/1996	3/8/96	884/1996	8/23/96
India	TEMPUR	Dan-Foam APS	Published	857505	5/24/99	Pending	N/A
India	TEMPUR	Dan-Foam APS	Registered	857504	5/24/99	857504	10/31/03
Indonesia	TEMPUR	Dan-Foam APS	Pending	20041790318 035	6/24/04	Pending	N/A
Indonesia	TEMPUR	Dan-Foam APS	Pending	20041790318 036	6/24/04	Pending	N/A
International Registration	TEMPUR	Dan-Foam APS	Registered			636554	11/1/94
International Registration	TEMPUR	Dan-Foam APS	Registered	761598	7/9/01	761598	7/9/01
Iran	TEMPUR	Dan-Foam APS	Registered	80021340	5/21/01	96000	10/23/01
Israel	TEMPUR	Dan-Foam APS	Renewed	99459	7/4/95	99459	1/5/97
Israel	TEMPUR	Dan-Foam APS	Renewed	99458	7/4/95	99458	4/15/97
Japan	TEMPUR	Dan-Foam APS	Registered	2000-48713	5/1/00	4566278	5/10/02
Japan	TEMPUR	Dan-Foam APS	Registered	H05-059293	6/15/93	4163394	7/3/98
Japan	TEMPUR	Dan-Foam APS	Registered	H05-059292	6/15/93	3225123	11/29/96
Korea, Republic of	TEMPUR	Dan-Foam APS	Registered	94-31677	8/8/94	342613	7/5/96
Korea, Republic of	TEMPUR	Dan-Foam APS	Registered	94-31676	8/8/94	338403	4/26/96
Kuwait	TEMPUR	Dan-Foam APS	Registered	48505	12/9/00	44881	5/5/03
Kuwait	TEMPUR	Dan-Foam APS	Registered	48504	12/9/00	44785	5/5/03
Lebanon	TEMPUR	Dan-Foam APS	Registered	96- 010772621	3/28/01	86842	3/28/01
Malaysia	TEMPUR	Dan-Foam APS	Pending	2004/06344	5/12/04	Pending	N/A

<u>Country</u>	<u>Trademark</u>	<u>Owner</u>	<u>Status</u>	<u>Application No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Registration Date</u>
Malaysia	TEMPUR	Dan-Foam APS	Pending	2004/06343	5/12/04	Pending	N/A
Mexico	TEMPUR	Dan-Foam APS	Registered	457910	11/13/00	689724	2/28/01
Mexico	TEMPUR	Dan-Foam APS	Registered	457909	11/13/00	689723	2/28/01
New Zealand	TEMPUR	Dan-Foam APS	Registered	633338	3/5/01	633338	9/6/01
New Zealand	TEMPUR	Dan-Foam APS	Registered	633337	3/5/01	633337	9/6/01
Norway	TEMPUR	Dan-Foam APS	Registered	92.3905	8/4/92	161579	2/24/94
Philippines	TEMPUR	Dan-Foam APS	Registered	113841	9/13/96	41996113841	8/28/00
Philippines	TEMPUR	Dan-Foam APS	Registered	113840	9/13/96	41996113840	8/28/00
Puerto Rico	TEMPUR	Dan-Foam APS	Registered	N/A	5/15/01	51231	5/14/02
Puerto Rico	TEMPUR	Dan-Foam APS	Registered	N/A	5/15/01	51230	5/14/02
Russian Federation	TEMPUR	Dan-Foam APS	Pending	N/A	6/21/04	Pending	N/A
Serbia and Montenegro	TEMPUR	Dan-Foam APS	Pending	748/04	5/28/04	Pending	N/A
Singapore	TEMPUR	Dan-Foam APS	Pending	T04/07800I	5/14/04	Pending	N/A
Singapore	TEMPUR	Dan-Foam APS	Pending	T04/07799A	5/14/04	Pending	N/A
South Africa	TEMPUR	Dan-Foam APS	Accepted	99/09453	5/26/99	Pending	N/A
South Africa	TEMPUR	Dan-Foam APS	Accepted	99/09452	5/26/99	Pending	N/A
Sweden	TEMPUR	Dan-Foam APS	Renewed	91-6867	8/14/91	236525	6/12/92
Switzerland	TEMPUR	Dan-Foam APS	Registered	5741/1992.0	7/30/92	400608	7/30/92
Syria	TEMPUR	Dan-Foam APS	Registered	206032	8/16/00	76817	8/5/01
Taiwan	TEMPUR	Dan-Foam APS	Registered	83057077	9/6/94	687829	8/16/95
Taiwan	TEMPUR	Dan-Foam APS	Registered	83057076	9/6/94	682811	7/1/95
Thailand	TEMPUR	Dan-Foam APS	Abandoned	462885	8/17/01	Pending	N/A
Thailand	TEMPUR	Dan-Foam APS	Pending	462886	8/17/01	Pending	N/A
Turkey	TEMPUR	Dan-Foam APS	Pending	2004/14778	5/21/04	Pending	N/A
United Arab Emirates	TEMPUR	Dan-Foam APS	Registered	40558	1/17/01	31725	5/11/02
United Arab Emirates	TEMPUR	Dan-Foam APS	Registered	40557	1/17/01	31676	5/11/02

<u>Country</u>	<u>Trademark</u>	<u>Owner</u>	<u>Status</u>	<u>Application No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Registration Date</u>
United Kingdom	TEMPUR	Dan-Foam APS	Abandoned	1508897	8/1/92	1508897	8/1/92
United Kingdom	TEMPUR	Dan-Foam APS	Abandoned	1508896	8/1/92	1508896	8/1/92
United States of America	TEMPUR	Dan-Foam APS	Registered	74/322007	10/9/92	1926469	10/10/95
Canada	TEMPUR MED	Dan-Foam APS	Registered	866041	1/14/98	515468	8/26/99
United States of America	TEMPUR MED	Dan-Foam APS	Registered	74/321912	10/9/92	1924637	10/3/95
United States of America	SWEDISH SLEEP SYSTEM	Tempur-Pedic, Inc.	Registered	75/588114	11/13/98	2452364	5/22/01
United States of America	TEMPUR INSIDE	Tempur-Pedic, Inc.	Abandoned	75/588117	11/13/98	N/A	N/A
United States of America	TEMPUR INSIDE	Tempur-Pedic, Inc.	Abandoned	75/879033	12/28/99	N/A	N/A
Argentina	TEMPUR AND DESIGN	Dan-Foam APS	Registered	2315572	11/10/00	1871599	5/16/02
Argentina	TEMPUR AND DESIGN	Dan-Foam APS	Registered	2315571	11/10/00	1871597	5/16/02
Australia	TEMPUR AND DESIGN	Dan-Foam APS	Registered	846480	8/15/00	846480	9/10/01
Belarus	TEMPUR AND DESIGN	Dan-Foam APS	Registered	20001292	8/18/00	16197	11/19/02
Brazil	TEMPUR AND DESIGN	Dan-Foam APS	Published	823080331	8/16/00	Pending	N/A
Brazil	TEMPUR AND DESIGN	Dan-Foam APS	Published	823080315	8/16/00	Pending	N/A
China	TEMPUR AND DESIGN	Dan-Foam APS	Registered	2000111806	7/27/00	1628927	9/7/01
China	TEMPUR AND DESIGN	Dan-Foam APS	Registered	2000111805	7/27/00	2018794	4/28/04
Croatia	TEMPUR AND DESIGN	Dan-Foam APS	Pending	N/A	5/21/04	Pending	N/A
Czech Republic	TEMPUR AND DESIGN	Dan-Foam APS	Registered	155055	5/3/00	234413	6/25/01
Denmark	TEMPUR AND DESIGN	Dan-Foam APS	Registered	VA20010267 9	7/10/01	VR200103805	9/12/01
European Community	TEMPUR DESIGN &	Dan-Foam APS	Registered	1167923	5/4/99	1167923	11/16/00
Hong Kong	TEMPUR DESIGN &	Dan-Foam APS	Published	300212507	5/11/04	Pending	N/A
Iceland	TEMPUR AND DESIGN	Dan-Foam APS	Registered	2676/2000	8/1/00	1281/2000	10/2/00
India	TEMPUR AND DESIGN	Dan-Foam APS	Pending	857502	5/24/99	Pending	N/A
India	TEMPUR AND DESIGN	Dan-Foam APS	Pending	857503	5/24/99	Pending	N/A

Country	Trademark	Owner	Status	Application No.	Filing Date	Registration No.	Registration Date
Indonesia	TEMPUR DESIGN	AND Dan-Foam APS	Pending	20041790518037	6/24/04	Pending	N/A
Indonesia	TEMPUR DESIGN	AND Dan-Foam APS	Pending	20041790618038	6/24/04	Pending	N/A
International Registration	TEMPUR DESIGN	AND Dan-Foam APS	Registered	763799	7/17/01	763799	7/17/01
Israel	TEMPUR DESIGN	AND Dan-Foam APS	Registered	140850	8/8/00	140850	12/4/01
Israel	TEMPUR DESIGN	AND Dan-Foam APS	Registered	140851	8/8/00	140851	12/4/01
Japan	TEMPUR DESIGN	AND Dan-Foam APS	Registered	41751/99	5/14/99	4355267	1/28/00
Malaysia	TEMPUR DESIGN	AND Dan-Foam APS	Pending	2004/06342	5/12/04	Pending	N/A
Malaysia	TEMPUR DESIGN	AND Dan-Foam APS	Pending	2004/06341	5/12/04	Pending	N/A
Mexico	TEMPUR DESIGN	AND Dan-Foam APS	Registered	457911	11/13/00	702511	6/20/01
Mexico	TEMPUR DESIGN	AND Dan-Foam APS	Registered	457912	11/13/00	693166	3/30/01
New Zealand	TEMPUR DESIGN	AND Dan-Foam APS	Registered	633844	3/13/01	633844	10/9/01
New Zealand	TEMPUR DESIGN	AND Dan-Foam APS	Registered	633843	3/13/01	633843	10/9/01
Norway	TEMPUR DESIGN	AND Dan-Foam APS	Registered	9904628	5/12/99	204264	8/24/00
Philippines	TEMPUR DESIGN	& Dan-Foam APS	Pending	4200006465	8/2/00	Pending	N/A
Russian Federation	TEMPUR DESIGN	AND Dan-Foam APS	Pending	N/A	6/21/04	Pending	N/A
Serbia and Montenegro	TEMPUR DESIGN	AND Dan-Foam APS	Pending	747/04	5/28/04	Pending	N/A
Singapore	TEMPUR DESIGN	AND Dan-Foam APS	Pending	T04/07797E	5/14/04	Pending	N/A
Singapore	TEMPUR DESIGN	AND Dan-Foam APS	Pending	T04/07796G	5/14/04	Pending	N/A
South Africa	TEMPUR DESIGN	AND Dan-Foam APS	Registered	99/10599	5/20/99	1999/10599	2/7/03
South Africa	TEMPUR DESIGN	AND Dan-Foam APS	Registered	99/10598	5/20/99	1999/10598	2/7/03
Switzerland	TEMPUR DESIGN	AND Dan-Foam APS	Registered	4084/1999	5/10/99	467971	12/28/99
Syria	TEMPUR DESIGN	AND Dan-Foam APS	Registered	218216	8/30/00	77823	10/31/01
Taiwan	TEMPUR DESIGN	AND Dan-Foam APS	Registered	87004497	2/5/98	889752	4/16/00
Taiwan	TEMPUR DESIGN	AND Dan-Foam APS	Registered	87004498	2/5/98	879680	1/16/00

<u>Country</u>	<u>Trademark</u>	<u>Owner</u>	<u>Status</u>	<u>Application No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Registration Date</u>
Turkey	TEMPUR AND DESIGN	Dan-Foam APS	Pending	2004/14779	5/12/04	Pending	N/A
United States of America	TEMPUR & DESIGN	Dan-Foam APS	Registered	75/588182	11/13/98	2495299	10/9/01
Argentina	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	2.329.281	2/27/01	Pending	N/A
Australia	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	867345	2/26/01	867345	7/20/01
Brazil	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	823623793	2/28/01	Pending	N/A
Canada	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	1094286	2/28/01	Pending	N/A
Chile	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	519.094	2/27/01	615.511	1/3/02
China	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	2001050417	4/3/01	Pending	N/A
Denmark	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	VA20000285 6	6/30/00	VR200003637	8/8/00
European Community	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	2109411	2/28/01	2109411	9/4/02
India	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	993194	2/27/01	Pending	N/A
Japan	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	17529/2001	2/28/01	Pending	N/A
Korea, Republic of	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	2001-7256	2/27/01	Pending	N/A
Mexico	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	473408	2/28/01	Pending	N/A
Poland	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	Z-232432	3/5/01	Pending	N/A
Russian Federation	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	2001705944	2/27/01	Pending	N/A
Singapore	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	T01/02654G	2/28/01	T01/02654G	10/5/00
South Africa	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	2001/03186	2/26/01	Pending	N/A
Taiwan	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	90006314	2/27/01	985539	2/16/02
United States of America	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	76/113803	8/22/00	N/A	N/A
United States of America	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	76/141575	10/5/00	2725035	6/10/03
Venezuela	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	3302/01	2/28/01	Pending	N/A
United States of America	SPACE MATTRESS	Tempur-Pedic, Inc.	Abandoned	76/120453	8/31/00		
United States of America	SPACE CUSHION	Tempur-Pedic, Inc.	Abandoned	76/120452	8/31/00		

<u>Country</u>	<u>Trademark</u>	<u>Owner</u>	<u>Status</u>	<u>Application No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Registration Date</u>
United States of America	SPACE BED	Tempur-Pedic, Inc.	Abandoned	76/120463	8/31/00	N/A	N/A
United States of America	SPACE FOAM	Tempur-Pedic, Inc.	Abandoned	76/120454	8/31/00		
United States of America	SPACE CHAIR	Tempur-Pedic, Inc.	Abandoned	76/238830	4/10/01		
Denmark	ASTRO PILLOW	Dan-Foam APS	Registered	VA20000484 2	11/17/00	VR200005685	12/7/00
European Community	ASTRO PILLOW	Dan-Foam APS	Registered	1960194	11/17/00	1960194	3/7/02
United States of America	TEMPUR-PLUS3	Tempur World, Inc.	Registered	76/188027	12/28/00	2840686	5/11/04
Canada	TEMPURAP	Tempur World, Inc.	Pending	1087987	1/3/01	Pending	N/A
United States of America	TEMPURAP	Tempur World, Inc.	Registered	76/188028	12/28/00	2840687	5/11/04
United States of America	THE ART OF SLEEPING	Tempur-Pedic, Inc.	Abandoned	76/323543	10/10/01	Pending	N/A
United States of America	CLASSIC PILLOW	Tempur-Pedic, Inc.	Abandoned	78/057154	4/6/01	N/A	N/A
Benelux	DFC TEMPUR	Dan-Foam APS	Renewed	800986	7/28/93	536923	7/28/93
Sweden	TEMPUR MADRASSEN	Dan-Foam APS	Renewed	92-7020	8/5/92	247136	2/26/93
Sweden	TEMPUR MADRASSEN	Dan-Foam APS	Renewed	92-7019	8/5/92	247135	2/26/93
European Community	GALAXY	Dan-Foam APS	Registered	2002392	12/15/00	2002392	6/18/02
Japan	GALAXY	Dan-Foam APS	Pending	2001-53839	6/13/01	Pending	N/A
United States of America	GALAXY	Tempur-Pedic, Inc.	Abandoned	78/068697	6/12/01	N/A	N/A
Korea, Republic of	TEMPUR-PEDIC AND DESIGN	Dan-Foam APS	Registered	94-31501	8/5/94	332808	1/31/96
Korea, Republic of	TEMPUR-PEDIC AND DESIGN	Dan-Foam APS	Registered	94-31502	8/5/94	351588	12/17/96
United States of America	TEMPUR MARINE and Design	Tempur-Pedic, Inc.	Pending	78/162282	9/10/02	Pending	N/A
Canada	SWEDISH SLEEP SYSTEM	Tempur World, Inc.	Registered	1149070	8/7/02	593,193	11/05/03
United States of America	TEMPURAIR	Tempur World, Inc.	Registered	78/176891	10/22/02	2823185	3/16/04
United States of America/ Madrid Protocol Application	STAR QUALITY SLEEP	Tempur World, Inc.	Pending	78/248545	5/12/03	Pending	N/A
United States of America/	SLEEP SYSTEM OF THE STARS	Tempur World, Inc.	Pending	78/248538	5/12/03	Pending	N/A

<u>Country</u>	<u>Trademark</u>	<u>Owner</u>	<u>Status</u>	<u>Application No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Registration Date</u>
Madrid Protocol Application							
United States of America/ Madrid Protocol Application	MATTRESS OF THE STARS	Tempur World, Inc.	Pending	78/248501	5/12/03	Pending	N/A
Canada	THE CELEBRITY BED BY TEMPUR-PEDIC	Tempur-Pedic Int'l, Inc.	Pending	1208026	3/1/04	Pending	N/A
European Community	THE CELEBRITY BED BY TEMPUR-PEDIC	Tempur-Pedic Int'l, Inc.	Pending	3676831	3/1/04	Pending	N/A
United States of America	THE CELEBRITY BED BY TEMPUR-PEDIC	Tempur World, Inc.	Pending	78/294192	8/29/03	Pending	N/A
United States of America	THE ORIGINAL	Tempur-Pedic Int'l, Inc.	Pending	78/421250	5/19/04	Pending	N/A
United States of America	VISCOCERV	Tempur-Pedic Int'l, Inc.	Pending	78/335012	12/2/03	Pending	N/A

SCHEDULE I
to
AMENDED AND RESTATED INTELLECTUAL PROPERTY SECURITY
AGREEMENT

Patents and Patent Licenses

I. U.S. Patents

<u>Title</u>	<u>Assignee</u>	<u>Appl. No.</u>	<u>Filing Date</u>	<u>Patent No.</u>	<u>Issue Date</u>
LAMINATED VISCO-ELASTIC SUPPORT	TW	09/458968	6/2/95	6159574	12/12/00
LAMINATED VISCO-ELASTIC SUPPORT	TW	09/703893	11/1/00	6541094	4/1/03
LAMINATED VISCO-ELASTIC SUPPORT	TW	10/403255	3/31/03	Pending	N/A
CUSHION	TW	09/758018	1/10/01	6602579	8/5/03
CUSHION	TW	10/379889	3/5/03	Pending	N/A
THERAPEUTIC MATTRESS ASSEMBLY	-	60/246356	11/7/00	Abandoned	N/A
THERAPEUTIC MATTRESS ASSEMBLY	-	PCTUS0144111	11/6/01	Abandoned	N/A
THERAPEUTIC MATTRESS ASSEMBLY	TW	10/415629	5/1/03	Pending	N/A
CUSHION	DF	29/121291	4/4/00	D456659	5/7/02
CUSHION	DF	29/153266	1/2/02	D466750	12/10/02
METHOD AND APPARATUS FOR MENTAL TRAINING	-	60/242175	10/20/00	Abandoned	N/A
METHOD AND APPARATUS FOR MENTAL TRAINING	-	PCTUS0150633	10/19/01	Abandoned	N/A
LEG SPACER PILLOW		29/137361	2/16/01	Abandoned	N/A
LEG SPACER PILLOW	TW	10/021276	12/7/01	6578218	6/17/03
PRODUCT DEMONSTRATION SYSTEM AND METHOD FOR USING THE SAME	-	60/260763	1/10/01	Abandoned	N/A
PRODUCT DEMONSTRATION SYSTEM AND METHOD FOR USING THE SAME	TW	PCTUS0200792	1/10/02	Pending	N/A
PRODUCT DEMONSTRATION SYSTEM AND METHOD FOR USING THE SAME	TW	10/466150	7/10/03	Pending	N/A

<u>Title</u>	<u>Assignee</u>	<u>Appl. No.</u>	<u>Filing Date</u>	<u>Patent No.</u>	<u>Issue Date</u>
CONTOURED HEAD PILLOW	TW	29/145969	8/1/01	D456660	5/7/02
METHOD OF MANAGING THE PROVISION OF HEALTHCARE AND SYSTEM FOR EFFECTING SAME	-	60/353998	2/1/02	Abandoned	N/A
METHOD OF MANAGING THE PROVISION OF HEALTHCARE AND SYSTEM FOR EFFECTING SAME	TW	10/356376	1/31/03	Pending	N/A
SLEEP MASK	DF	29/122485	4/4/00	D489,749	5/11/04
SEAT CUSHION	DF	29/094416	10/1/98	D417,984	12/28/99
COMFORT PILLOW	-	60/383169	5/24/02	Abandoned	N/A
COMFORT PILLOW	TW	PCTUS0316486	5/23/03	Pending	N/A
COMFORT PILLOW	TW	10/489233	3/10/04	Pending	N/A
SEAT, ESPECIALLY FOR A VEHICLE	DF	09/523,587	2/22/99	6733083	5/11/04
PILLOW TOP FOR A CUSHION	TW	10/685298	10/14/03	Pending	N/A
INTERACTIVE BED DISPLAY	TW	10/268202	10/10/02	Pending	N/A

II. Foreign Patents

<u>Title and Country</u>	<u>Assignee</u>	<u>Appl. No.</u>	<u>Filing Date</u>	<u>Patent No.</u>	<u>Issue Date</u>
THERAPEUTIC MATTRESS ASSEMBLY Canada	TW	2428225	11/6/01	Pending	N/A
European Patent Office	TW	01993442-1	11/6/01	Pending	N/A
MILLENNIUM PILLOW Austria	DF	MU 1360/2000	4/4/00	39.908	5/20/00
Australia	DF	1293/2000	4/28/00	142663	1/15/01
Brazil	DF	DI 6001994-8	8/2/00	DI6001994-8	6/19/01
Benelux	DF	76963 00	4/4/00	32244-00	4/4/00
Canada	DF	2000-0854	3/31/00	93191	8/24/01
Switzerland	DF	N/A	4/3/00	126.981	4/3/00
China	DF	00331057.4	7/25/00	00331057.4	1/27/01
Germany	DF	400 03 639.8	4/4/00	400 03 639.8	6/19/00
Denmark	DF	MA 1999 01168	10/4/99	MR 2000 00535	4/26/00

<u>Title and Country</u>	<u>Assignee</u>	<u>Appl. No.</u>	<u>Filing Date</u>	<u>Patent No.</u>	<u>Issue Date</u>
Spain	DF	148310/2	5/3/00	00148310/2	5/8/02
France	DF	002067	4/4/00	002067	4/4/00
Great Britain	DF	2091913	4/3/00	2091913	4/10/99
Greece	DF	20000600125	5/22/00	6000847	3/22/01
Israel	DF	33932	3/8/00	33932	1/29/03
Italy	DF	TO 2000O000099	5/5/00	80689	5/14/03
South Korea	DF	2001-0008168	8/21/00	0280850	7/19/01
Norway	DF	20000234	4/4/00	76114	1/4/01
Russian Federation	DF	20000501243	7/19/00	49638	N/A
Taiwan	DF	89305628	8/21/00	75558	1/2/02
SEAT CUSHION					
Benelux	DF	74818-00	8/19/98	30199-00	4/21/99
Germany	DF	49808898.7	9/9/98	49808898.7	2/18/99
Denmark	DF	MA 1998 00363	4/1/98	MR 1998 00903	12/1/98
Great Britain	DF	2077990	9/28/98	2077990	4/1/98
Norway	DF	980604	8/24/98	74978	5/20/99
Sweden	DF	981696	8/28/98	65.298	8/16/00
PRODUCT DEMONSTRATION SYSTEM AND MEHTOD OF USING THE SAME					
European Patent Office	TW	02705747.0	1/10/02	Pending	N/A
CONFORT PILLOW					
European Patent Office	TW		5/23/04	Pending	N/A
QUILTED FUTON MATTRESS OVERLAY					
Denmark	DF	PA200400766	5/12/04	Pending	N/A
DONUT CUSHION					
Denmark	DF	PA200400847	5/28/04	Pending	N/A
EN BENSTØTTEPUDE					
Denmark	DF	MA 2000 01344	12/7/00	MR200100816	8/23/01
LEG SPACER PILLOW					
Germany	DF	40105335.0	6/7/01	40105335.0	10/9/01
Spain	DF	151.612/4	6/7/01	151.612/4	8/26/01
France	DF	013332	6/7/01	641733A64174 3	10/26/01

<u>Title and Country</u>	<u>Assignee</u>	<u>Appl. No.</u>	<u>Filing Date</u>	<u>Patent No.</u>	<u>Issue Date</u>
United Kingdom	DF	2102384	6/7/01	2102384	8/22/01
Italy	DF	TO20010000162	6/8/01	82312	11/7/03
INTERACTIVE BED DISPLAY Canada	TW	2408456	10/17/02	Pending	N/A
VISKOMADRAS Denmark	DF	PA 2000 00027	1/11/00	Pending	N/A
VISKOMADRAS (utility model) Denmark	DF	BA 2001 00008	1/5/01	BR2001 00008	2/23/01
VEHICLE HEAD REST Sweden	DF	9800673-7		Lapsed	N/A
Australia	DF	27529/99		738840	9/27/01
Brazil	DF	P19908436-8		Pending	N/A
China	DF	99803433.9		1103704	3/26/03
EPO	DF	99908007.0		Pending	N/A
India	DF	IN/PCT/2000/00339/ C/HE		Pending	N/A
Japan	DF	2000-7009646		Pending	N/A
South Korea	DF	2000-7009646		Pending	N/A
Mexico	DF	008562		Pending	N/A
Russia	DF	2000124935		Pending	N/A
BED FRAME PATENT PCT	-	PCTIB0204015	8/1/02	Abandoned	N/A

III. Patent Licenses

Please see Exhibit A to the Amended and Restated Intellectual Property Agreement for a listing of all Intellectual Property licenses.

SCHEDULE II
to
AMENDED AND RESTATED INTELLECTUAL PROPERTY SECURITY
AGREEMENT

Trademark and Trademark Licenses

I. U.S. and Foreign Trademarks

<u>Country</u>	<u>Trademark</u>	<u>Owner</u>	<u>Status</u>	<u>Application No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Registration Date</u>
Canada	TEMPUR-PEDIC	Dan-Foam APS	Registered	866042	1/14/98	515469	8/26/99
United States of America	TEMPUR PEDIC	Dan-Foam APS	Registered	74/247231	2/19/92	1853088	9/6/94
Argentina	TEMPUR	Dan-Foam APS	Registered	2315570	11/10/00	1871596	5/16/02
Argentina	TEMPUR	Dan-Foam APS	Registered	2315569	11/10/00	1871594	5/16/02
Australia	TEMPUR	Dan-Foam APS	Registered	844724	8/1/00	844724	9/10/01
Benelux	TEMPUR	Dan-Foam APS	Renewed	778818	4/10/92	516564	4/10/92
Benelux	TEMPUR	Dan-Foam APS	Renewed	798407	6/7/93	532326	6/7/93
Brazil	TEMPUR	Dan-Foam APS	Published	823080323	8/16/00	Pending	N/A
Brazil	TEMPUR	Dan-Foam APS	Published	823080340	8/16/00	Pending	N/A
Canada	TEMPUR	Dan-Foam APS	Registered	866040	1/14/98	515449	8/26/99
China	TEMPUR	Dan-Foam APS	Registered	2000111807	7/27/00	1637560	9/21/01
China	TEMPUR	Dan-Foam APS	Registered	2000111810	7/27/00	1628926	9/7/01
China	TEMPUR	Dan-Foam APS	Registered	2000111809	7/27/00	1637561	9/21/01
China	TEMPUR	Dan-Foam APS	Registered	2000111808	7/27/00	1628928	9/7/01
Croatia	TEMPUR	Dan-Foam APS	Pending	N/A	5/21/04		
Czech Republic	TEMPUR	Dan-Foam APS	Registered	155056	5/3/00	234414	6/25/01
Denmark	TEMPUR	Dan-Foam APS	Abandoned	VA19910578 5	8/16/91	VR199202808	4/10/92
Dominican Republic	TEMPUR	Dan-Foam APS	Registered	2002-159399	5/25/01	129900	8/30/01
Dominican Republic	TEMPUR	Dan-Foam APS	Registered	2002-155391	5/25/01	130040	8/30/01

<u>Country</u>	<u>Trademark</u>	<u>Owner</u>	<u>Status</u>	<u>Application No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Registration Date</u>
European Community	TEMPUR	Dan-Foam APS	Registered	1200179	5/20/99	1200179	6/13/01
Finland	TEMPUR	Dan-Foam APS	Abandoned	T199203662	7/30/92	201756	9/30/96
France	TEMPUR	Dan-Foam APS	Abandoned	92/414607	4/10/92	92/414607	4/10/92
Germany	TEMPUR	Dan-Foam APS	Abandoned	S54214/10W Z	4/9/92	2032993	3/23/93
Hong Kong	TEMPUR	Dan-Foam APS	Published	300210879	5/7/04	Pending	N/A
Iceland	TEMPUR	Dan-Foam APS	Registered	342/1996	3/8/96	884/1996	8/23/96
India	TEMPUR	Dan-Foam APS	Published	857505	5/24/99	Pending	N/A
India	TEMPUR	Dan-Foam APS	Registered	857504	5/24/99	857504	10/31/03
Indonesia	TEMPUR	Dan-Foam APS	Pending	20041790318 035	6/24/04	Pending	N/A
Indonesia	TEMPUR	Dan-Foam APS	Pending	20041790318 036	6/24/04	Pending	N/A
International Registration	TEMPUR	Dan-Foam APS	Registered			636554	11/1/94
International Registration	TEMPUR	Dan-Foam APS	Registered	761598	7/9/01	761598	7/9/01
Iran	TEMPUR	Dan-Foam APS	Registered	80021340	5/21/01	96000	10/23/01
Israel	TEMPUR	Dan-Foam APS	Renewed	99459	7/4/95	99459	1/5/97
Israel	TEMPUR	Dan-Foam APS	Renewed	99458	7/4/95	99458	4/15/97
Japan	TEMPUR	Dan-Foam APS	Registered	2000-48713	5/1/00	4566278	5/10/02
Japan	TEMPUR	Dan-Foam APS	Registered	H05-059293	6/15/93	4163394	7/3/98
Japan	TEMPUR	Dan-Foam APS	Registered	H05-059292	6/15/93	3225123	11/29/96
Korea, Republic of	TEMPUR	Dan-Foam APS	Registered	94-31677	8/8/94	342613	7/5/96
Korea, Republic of	TEMPUR	Dan-Foam APS	Registered	94-31676	8/8/94	338403	4/26/96
Kuwait	TEMPUR	Dan-Foam APS	Registered	48505	12/9/00	44881	5/5/03
Kuwait	TEMPUR	Dan-Foam APS	Registered	48504	12/9/00	44785	5/5/03

<u>Country</u>	<u>Trademark</u>	<u>Owner</u>	<u>Status</u>	<u>Application No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Registration Date</u>
Lebanon	TEMPUR	Dan-Foam APS	Registered	96-010772621	3/28/01	86842	3/28/01
Malaysia	TEMPUR	Dan-Foam APS	Pending	2004/06344	5/12/04	Pending	N/A
Malaysia	TEMPUR	Dan-Foam APS	Pending	2004/06343	5/12/04	Pending	N/A
Mexico	TEMPUR	Dan-Foam APS	Registered	457910	11/13/00	689724	2/28/01
Mexico	TEMPUR	Dan-Foam APS	Registered	457909	11/13/00	689723	2/28/01
New Zealand	TEMPUR	Dan-Foam APS	Registered	633338	3/5/01	633338	9/6/01
New Zealand	TEMPUR	Dan-Foam APS	Registered	633337	3/5/01	633337	9/6/01
Norway	TEMPUR	Dan-Foam APS	Registered	92.3905	8/4/92	161579	2/24/94
Philippines	TEMPUR	Dan-Foam APS	Registered	113841	9/13/96	41996113841	8/28/00
Philippines	TEMPUR	Dan-Foam APS	Registered	113840	9/13/96	41996113840	8/28/00
Puerto Rico	TEMPUR	Dan-Foam APS	Registered	N/A	5/15/01	51231	5/14/02
Puerto Rico	TEMPUR	Dan-Foam APS	Registered	N/A	5/15/01	51230	5/14/02
Russian Federation	TEMPUR	Dan-Foam APS	Pending	N/A	6/21/04	Pending	N/A
Serbia and Montenegro	TEMPUR	Dan-Foam APS	Pending	748/04	5/28/04	Pending	N/A
Singapore	TEMPUR	Dan-Foam APS	Pending	T04/07800I	5/14/04	Pending	N/A
Singapore	TEMPUR	Dan-Foam APS	Pending	T04/07799A	5/14/04	Pending	N/A
South Africa	TEMPUR	Dan-Foam APS	Accepted	99/09453	5/26/99	Pending	N/A
South Africa	TEMPUR	Dan-Foam APS	Accepted	99/09452	5/26/99	Pending	N/A
Sweden	TEMPUR	Dan-Foam APS	Renewed	91-6867	8/14/91	236525	6/12/92
Switzerland	TEMPUR	Dan-Foam APS	Registered	5741/1992.0	7/30/92	400608	7/30/92
Syria	TEMPUR	Dan-Foam APS	Registered	206032	8/16/00	76817	8/5/01
Taiwan	TEMPUR	Dan-Foam APS	Registered	83057077	9/6/94	687829	8/16/95
Taiwan	TEMPUR	Dan-Foam APS	Registered	83057076	9/6/94	682811	7/1/95
Thailand	TEMPUR	Dan-Foam APS	Abandoned	462885	8/17/01	Pending	N/A

<u>Country</u>	<u>Trademark</u>	<u>Owner</u>	<u>Status</u>	<u>Application No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Registration Date</u>
Thailand	TEMPUR	Dan-Foam APS	Pending	462886	8/17/01	Pending	N/A
Turkey	TEMPUR	Dan-Foam APS	Pending	2004/14778	5/21/04	Pending	N/A
United Arab Emirates	TEMPUR	Dan-Foam APS	Registered	40558	1/17/01	31725	5/11/02
United Arab Emirates	TEMPUR	Dan-Foam APS	Registered	40557	1/17/01	31676	5/11/02
United Kingdom	TEMPUR	Dan-Foam APS	Abandoned	1508897	8/1/92	1508897	8/1/92
United Kingdom	TEMPUR	Dan-Foam APS	Abandoned	1508896	8/1/92	1508896	8/1/92
United States of America	TEMPUR	Dan-Foam APS	Registered	74/322007	10/9/92	1926469	10/10/95
Canada	TEMPUR MED	Dan-Foam APS	Registered	866041	1/14/98	515468	8/26/99
United States of America	TEMPUR MED	Dan-Foam APS	Registered	74/321912	10/9/92	1924637	10/3/95
United States of America	SWEDISH SLEEP SYSTEM	Tempur-Pedic, Inc.	Registered	75/588114	11/13/98	2452364	5/22/01
United States of America	TEMPUR INSIDE	Tempur-Pedic, Inc.	Abandoned	75/588117	11/13/98	N/A	N/A
United States of America	TEMPUR INSIDE	Tempur-Pedic, Inc.	Abandoned	75/879033	12/28/99	N/A	N/A
Argentina	TEMPUR AND DESIGN	Dan-Foam APS	Registered	2315572	11/10/00	1871599	5/16/02
Argentina	TEMPUR AND DESIGN	Dan-Foam APS	Registered	2315571	11/10/00	1871597	5/16/02
Australia	TEMPUR AND DESIGN	Dan-Foam APS	Registered	846480	8/15/00	846480	9/10/01
Belarus	TEMPUR AND DESIGN	Dan-Foam APS	Registered	20001292	8/18/00	16197	11/19/02
Brazil	TEMPUR AND DESIGN	Dan-Foam APS	Published	823080331	8/16/00	Pending	N/A
Brazil	TEMPUR AND DESIGN	Dan-Foam APS	Published	823080315	8/16/00	Pending	N/A
China	TEMPUR AND DESIGN	Dan-Foam APS	Registered	2000111806	7/27/00	1628927	9/7/01
China	TEMPUR AND DESIGN	Dan-Foam APS	Registered	2000111805	7/27/00	2018794	4/28/04
Croatia	TEMPUR AND DESIGN	Dan-Foam APS	Pending	N/A	5/21/04	Pending	N/A
Czech Republic	TEMPUR AND DESIGN	Dan-Foam APS	Registered	155055	5/3/00	234413	6/25/01
Denmark	TEMPUR AND DESIGN	Dan-Foam APS	Registered	VA20010267 9	7/10/01	VR200103805	9/12/01

<u>Country</u>	<u>Trademark</u>	<u>Owner</u>	<u>Status</u>	<u>Application No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Registration Date</u>
European Community	TEMPUR DESIGN &	Dan-Foam APS	Registered	1167923	5/4/99	1167923	11/16/00
Hong Kong	TEMPUR DESIGN &	Dan-Foam APS	Published	300212507	5/11/04	Pending	N/A
Iceland	TEMPUR DESIGN AND	Dan-Foam APS	Registered	2676/2000	8/1/00	1281/2000	10/2/00
India	TEMPUR DESIGN AND	Dan-Foam APS	Pending	857502	5/24/99	Pending	N/A
India	TEMPUR DESIGN AND	Dan-Foam APS	Pending	857503	5/24/99	Pending	N/A
Indonesia	TEMPUR DESIGN AND	Dan-Foam APS	Pending	20041790518037	6/24/04	Pending	N/A
Indonesia	TEMPUR DESIGN AND	Dan-Foam APS	Pending	20041790618038	6/24/04	Pending	N/A
International Registration	TEMPUR DESIGN AND	Dan-Foam APS	Registered	763799	7/17/01	763799	7/17/01
Israel	TEMPUR DESIGN AND	Dan-Foam APS	Registered	140850	8/8/00	140850	12/4/01
Israel	TEMPUR DESIGN AND	Dan-Foam APS	Registered	140851	8/8/00	140851	12/4/01
Japan	TEMPUR DESIGN AND	Dan-Foam APS	Registered	41751/99	5/14/99	4355267	1/28/00
Malaysia	TEMPUR DESIGN AND	Dan-Foam APS	Pending	2004/06342	5/12/04	Pending	N/A
Malaysia	TEMPUR DESIGN AND	Dan-Foam APS	Pending	2004/06341	5/12/04	Pending	N/A
Mexico	TEMPUR DESIGN AND	Dan-Foam APS	Registered	457911	11/13/00	702511	6/20/01
Mexico	TEMPUR DESIGN AND	Dan-Foam APS	Registered	457912	11/13/00	693166	3/30/01
New Zealand	TEMPUR DESIGN AND	Dan-Foam APS	Registered	633844	3/13/01	633844	10/9/01
New Zealand	TEMPUR DESIGN AND	Dan-Foam APS	Registered	633843	3/13/01	633843	10/9/01
Norway	TEMPUR DESIGN AND	Dan-Foam APS	Registered	9904628	5/12/99	204264	8/24/00
Philippines	TEMPUR DESIGN &	Dan-Foam APS	Pending	4200006465	8/2/00	Pending	N/A
Russian Federation	TEMPUR DESIGN AND	Dan-Foam APS	Pending	N/A	6/21/04	Pending	N/A
Serbia and Montenegro	TEMPUR DESIGN AND	Dan-Foam APS	Pending	747/04	5/28/04	Pending	N/A
Singapore	TEMPUR DESIGN AND	Dan-Foam APS	Pending	T04/07797E	5/14/04	Pending	N/A
Singapore	TEMPUR DESIGN AND	Dan-Foam APS	Pending	T04/07796G	5/14/04	Pending	N/A
South Africa	TEMPUR DESIGN AND	Dan-Foam APS	Registered	99/10599	5/20/99	1999/10599	2/7/03

<u>Country</u>	<u>Trademark</u>	<u>Owner</u>	<u>Status</u>	<u>Application No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Registration Date</u>
South Africa	TEMPUR AND DESIGN	Dan-Foam APS	Registered	99/10598	5/20/99	1999/10598	2/7/03
Switzerland	TEMPUR AND DESIGN	Dan-Foam APS	Registered	4084/1999	5/10/99	467971	12/28/99
Syria	TEMPUR AND DESIGN	Dan-Foam APS	Registered	218216	8/30/00	77823	10/31/01
Taiwan	TEMPUR AND DESIGN	Dan-Foam APS	Registered	87004497	2/5/98	889752	4/16/00
Taiwan	TEMPUR AND DESIGN	Dan-Foam APS	Registered	87004498	2/5/98	879680	1/16/00
Turkey	TEMPUR AND DESIGN	Dan-Foam APS	Pending	2004/14779	5/12/04	Pending	N/A
United States of America	TEMPUR DESIGN &	Dan-Foam APS	Registered	75/588182	11/13/98	2495299	10/9/01
Argentina	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	2.329.281	2/27/01	Pending	N/A
Australia	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	867345	2/26/01	867345	7/20/01
Brazil	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	823623793	2/28/01	Pending	N/A
Canada	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	1094286	2/28/01	Pending	N/A
Chile	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	519.094	2/27/01	615.511	1/3/02
China	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	2001050417	4/3/01	Pending	N/A
Denmark	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	VA20000285 6	6/30/00	VR200003637	8/8/00
European Community	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	2109411	2/28/01	2109411	9/4/02
India	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	993194	2/27/01	Pending	N/A
Japan	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	17529/2001	2/28/01	Pending	N/A
Korea, Republic of	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	2001-7256	2/27/01	Pending	N/A
Mexico	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	473408	2/28/01	Pending	N/A
Poland	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	Z-232432	3/5/01	Pending	N/A
Russian Federation	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	2001705944	2/27/01	Pending	N/A
Singapore	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	T01/02654G	2/28/01	T01/02654G	10/5/00
South Africa	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	2001/03186	2/26/01	Pending	N/A
Taiwan	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	90006314	2/27/01	985539	2/16/02

<u>Country</u>	<u>Trademark</u>	<u>Owner</u>	<u>Status</u>	<u>Application No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Registration Date</u>
United States of America	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	76/113803	8/22/00	N/A	N/A
United States of America	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	76/141575	10/5/00	2725035	6/10/03
Venezuela	SPACE PILLOW	Tempur-Pedic, Inc.	Abandoned	3302/01	2/28/01	Pending	N/A
United States of America	SPACE MATTRESS	Tempur-Pedic, Inc.	Abandoned	76/120453	8/31/00		
United States of America	SPACE CUSHION	Tempur-Pedic, Inc.	Abandoned	76/120452	8/31/00		
United States of America	SPACE BED	Tempur-Pedic, Inc.	Abandoned	76/120463	8/31/00	N/A	N/A
United States of America	SPACE FOAM	Tempur-Pedic, Inc.	Abandoned	76/120454	8/31/00		
United States of America	SPACE CHAIR	Tempur-Pedic, Inc.	Abandoned	76/238830	4/10/01		
Denmark	ASTRO PILLOW	Dan-Foam APS	Registered	VA20000484 2	11/17/00	VR200005685	12/7/00
European Community	ASTRO PILLOW	Dan-Foam APS	Registered	1960194	11/17/00	1960194	3/7/02
United States of America	TEMPUR-PLUS3	Tempur World, Inc.	Registered	76/188027	12/28/00	2840686	5/11/04
Canada	TEMPURAP	Tempur World, Inc.	Pending	1087987	1/3/01	Pending	N/A
United States of America	TEMPURAP	Tempur World, Inc.	Registered	76/188028	12/28/00	2840687	5/11/04
United States of America	THE ART OF SLEEPING	Tempur-Pedic, Inc.	Abandoned	76/323543	10/10/01	Pending	N/A
United States of America	CLASSIC PILLOW	Tempur-Pedic, Inc.	Abandoned	78/057154	4/6/01	N/A	N/A
Benelux	DFC TEMPUR	Dan-Foam APS	Renewed	800986	7/28/93	536923	7/28/93
Sweden	TEMPUR MADRASSEN	Dan-Foam APS	Renewed	92-7020	8/5/92	247136	2/26/93
Sweden	TEMPUR MADRASSEN	Dan-Foam APS	Renewed	92-7019	8/5/92	247135	2/26/93
European Community	GALAXY	Dan-Foam APS	Registered	2002392	12/15/00	2002392	6/18/02
Japan	GALAXY	Dan-Foam APS	Pending	2001-53839	6/13/01	Pending	N/A
United States of America	GALAXY	Tempur-Pedic, Inc.	Abandoned	78/068697	6/12/01	N/A	N/A
Korea, Republic of	TEMPUR-PEDIC AND DESIGN	Dan-Foam APS	Registered	94-31501	8/5/94	332808	1/31/96
Korea, Republic of	TEMPUR-PEDIC AND DESIGN	Dan-Foam APS	Registered	94-31502	8/5/94	351588	12/17/96

<u>Country</u>	<u>Trademark</u>	<u>Owner</u>	<u>Status</u>	<u>Application No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Registration Date</u>
United States of America	TEMPUR MARINE and Design	Tempur-Pedic, Inc.	Pending	78/162282	9/10/02	Pending	N/A
Canada	SWEDISH SLEEP SYSTEM	Tempur World, Inc.	Registered	1149070	8/7/02	593,193	11/05/03
United States of America	TEMPURAIR	Tempur World, Inc.	Registered	78/176891	10/22/02	2823185	3/16/04
United States of America/ Madrid Protocol Application	STAR QUALITY SLEEP	Tempur World, Inc.	Pending	78/248545	5/12/03	Pending	N/A
United States of America/ Madrid Protocol Application	SLEEP SYSTEM OF THE STARS	Tempur World, Inc.	Pending	78/248538	5/12/03	Pending	N/A
United States of America/ Madrid Protocol Application	MATTRESS OF THE STARS	Tempur World, Inc.	Pending	78/248501	5/12/03	Pending	N/A
Canada	THE CELEBRITY BED BY TEMPUR-PEDIC	Tempur-Pedic Int'l, Inc.	Pending	1208026	3/1/04	Pending	N/A
European Community	THE CELEBRITY BED BY TEMPUR-PEDIC	Tempur-Pedic Int'l, Inc.	Pending	3676831	3/1/04	Pending	N/A
United States of America	THE CELEBRITY BED BY TEMPUR-PEDIC	Tempur World, Inc.	Pending	78/294192	8/29/03	Pending	N/A
United States of America	THE ORIGINAL	Tempur-Pedic Int'l, Inc.	Pending	78/421250	5/19/04	Pending	N/A
United States of America	VISCOCERV	Tempur-Pedic Int'l, Inc.	Pending	78/335012	12/2/03	Pending	N/A

II. U.S. and Foreign Trademark Licenses

Please see Exhibit A to the Amended and Restated Intellectual Property Agreement for a listing of all Intellectual Property licenses.

SCHEDULE III
to
AMENDED AND RESTATED INTELLECTUAL PROPERTY SECURITY
AGREEMENT

Copyrights and Copyright Licenses

I. Copyright Registrations

None.

II. Copyright Licenses

Please see Exhibit A to the Amended and Restated Intellectual Property Agreement for a listing of all Intellectual Property licenses.

EXHIBIT A
to
AMENDED AND RESTATED INTELLECTUAL PROPERTY SECURITY
AGREEMENT

Licenses or Other Agreements Related to IP of Company and its Subsidiaries

1. Loan Documents relating to intellectual property of Credit Parties.
2. Exclusive Distribution Agreement dated October 16, 2000 among DF, Intermediate Holdco, Holdco and 1390658 Ontario Inc. d/b/a Tempur Canada, as amended.
3. License and Distribution Agreement dated September 25, 2001 between DF and Holdco.
4. Side Letter regarding the exclusivity option to the Licenses and Distribution Agreement dated September 25, 2001 between DF and Holdco.
5. Sublicense of License and Distribution Agreement (TPI) between Holdco and TPI executed September 25, 2001.
6. Sublicense of License and Distribution Agreement (TPUSA) between Holdco and TPUSA executed September 25, 2001.
7. Settlement Agreement between TPI and Advanced Comfort.
8. Settlement Agreement between TPI and Stroebel Manufacturing Company, Inc.
9. Settlement Agreement between TPI and Bergad Mattress.
10. Letter Agreement between TPI and Bensons.
11. Settlement Agreement between TPI and Eastern Sleep Products Company d/b/a/ Symbol Mattress Company.
12. Cross License Agreement, dated as of April 20, 2000, between TPI and Capture the Moon, Inc.
13. Agreement, dated as of January 1, 2000 among Intermediate Holdco, DF, TPI and Connors, Dameshek, Fong and Mancuso, Inc. dba Connors Footwear.
14. Patent License Agreement by and between DF and Fagerdala World Foams AB.
15. Acknowledgement, dated as of August 1, 2002, among Ergocol (a Portugese distributor) and DF.
16. Foam Vehicle Seat Patent License Agreement, whereby DF, as licensor, grants to Fagerdala World Foams AB the use of patents and technology related to the Foam Vehicle Seats developed by DF.*

17. Filter Foam Automotive Products License Agreement, whereby DF, as licensor, grants to Fagerdala World Foams AB the use of patents and technology related to Filter Foam Automotive Products developed by DF.*
18. Mental Training Products Patent License Agreement, whereby Intermediate Holdco, as licensor, grants to Fagerdala World Foams AB the use of patents and technology related to Mental Training Products developed by Intermediate Holdco.*
19. Settlement Agreement with Frank Grillo d/b/a Quality Sleep
20. Settlement Agreement with Me & Bubba
21. Settlement Agreement with Big Tom's Warehouse

*Ultimate Holdco agreed to execute such license agreements in connection with the Merger Agreement. As of the date hereof, no such license agreements are in effect.