

Form PTO-1595 (Rev. 08/05)  
OMB No. 0651-0027 (exp. 6/30/2008)

U.S. DEPARTMENT OF COMMERCE  
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET  
PATENTS ONLY

18103-344/ (2)

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)

Select Comfort Corporation

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

2. Name and address of receiving party(ies)

Name: JPMorgan Chase Bank, N.A., as agent

Internal Address: \_\_\_\_\_

Street Address: 131 S. Dearborn

City: Chicago

State: IL

Country: USA Zip: 60603

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

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

Execution Date(s) May 30, 2008

- Assignment
- Security Agreement
- Joint Research Agreement
- Government Interest Assignment
- Executive Order 9424, Confirmatory License
- Other \_\_\_\_\_
- Merger
- Change of Name

4. Application or patent number(s):

A. Patent Application No.(s)

This document is being filed together with a new application.

B. Patent No.(s)

Additional numbers attached?  Yes  No

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

Name: Laura Konrath

Internal Address: Winston & Strawn LLP

Street Address: 35 W. Wacker Dr.

City: Chicago

State: IL Zip: 60601

Phone Number: 312-558-6352

Fax Number: 312-558-5700

Email Address: lkonrath@winston.com

6. Total number of applications and patents involved: 30

7. Total fee (37 CFR 1.21(h) & 3.41) \$ 1,200

- 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 232428

Authorized User Name Laura Konrath

9. Signature:

*Laura Konrath*  
Signature

*6/11/08*  
Date

Laura Konrath

Name of Person Signing

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

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

CH \$1200.00 232428 60978251

Continuation  
Item 4

Schedule 1

PATENTS:

Title	Country	Application Number	Registration Number	Expiration Date
HAND HELD REMOTE CONTROL UNIT	US	29/030552	D368475	Apr-02-2010
REMOTE CONTROL	US	29/200739	D502929	Mar-15-2019
AIR MATTRESS WITH FILLER CHECK VALVE AND CAP THEREFOR	US	07/016566	4766628	Feb-19-2007
AIR MATTRESS WITH AUDIBLE PRESSURE RELIEF VALVE	US	07/001898	4788729	Jan-09-2007
AIR CONTROL SYSTEM FOR AIR BED	US	07/096932	4829616	Sep-14-2007
AIR MATTRESS	US	07/325937	4908895	Mar-20-2009
BORDER FOR AIR BED	US	07/461304	4991244	Jan-05-2010
BED FOUNDATION	US	07/620553	5144706	Dec-03-2010
AIR ADJUSTABLE BED	US	07/807232	5170522	Dec-16-2011
AIR CONTROL SYSTEM FOR AN AIR BED	US	08/332833	5509154	Nov-01-2014
FRAME ASSEMBLY FOR SUPPORTING A MATTRESS	US	08/279120	5564140	Jul-22-2014
INFLATABLE MATTRESS WITH IMPROVED BORDER SUPPORT WALL	US	08/538404	5642546	Sep-19-2015
AIR CONTROL SYSTEM FOR AN AIR BED	US	08/536330	5652484	Nov-01-2014
INFLATABLE MATTRESS WITH IMPROVED BORDER SUPPORT WALL	US	08/782058	5765246	Sep-19-2015
AIR CONTROL SYSTEM FOR AN AIR BED	US	08/827397	5903941	Nov-01-2014
VALVE ENCLOSURE ASSEMBLY	US	08/901144	5904172	Jul-28-2017

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AIR CONTROL SYSTEM FOR AN AIR BED	US	09/253572	6037723	Nov-01-2014
AIR MATTRESS FOR A SLEEPER SOFA	US	09/266392	6108844	Mar-11-2019
SLEEPER SOFA WITH AN AIR MATTRESS	US	09/266540	6181231	Mar-11-2019
MULTI-ZONE SUPPORT	US	09/257404	6202239	Feb-25-2019
SYSTEM AND METHOD FOR SLEEP SURFACE ADJUSTMENT	US	09/522484	6397419	Mar-10-2020
AIR CONTROL SYSTEM FOR AN AIR BED	US	09/685927	6483284	Nov-01-2014
Corner Piece for a Soft-Sided Mattress	US	10/047068	6708357	Jan-14-2022
INTERACTIVE AIR BED	US	10/165108	6763541	Jun-07-2022
BED FOUNDATION	US	10/742173	6832397	Jul-06-2021
LEG AND BRACKET ASSEMBLY FOR A BED FOUNDATION	US	10/284634	6883191	Jul-06-2021

**PATENT APPLICATIONS:**

Title	Country	Application Number	Expiration Date
A BEDDING SYSTEM HAVING AN ADJUSTABLE PILLOW, A TEMPERATURE CONTROL SYSTEM AND FULLY INTEGRATED REMOTE	US	60/978251	Oct-08-2008
BED FOUNDATION WITH DROP-IN UNIT	US	11/845,751	N/A
SLEEPING SURFACE HAVING TWO LONGITUDINALLY CONNECTED BLADDERS	US	10/801769	N/A
SLEEPING SURFACE HAVING TWO LONGITUDINALLY CONNECTED BLADDERS WITH A SUPPORT MEMBER	US	11/753387	N/A

**PATENT LICENSES:**

None

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Execution Version

**PATENT SECURITY AGREEMENT**

This PATENT SECURITY AGREEMENT (this "Agreement"), dated as of May 30, 2008, is between SELECT COMFORT CORPORATION, a Minnesota corporation ("Grantor"), and JPMORGAN CHASE BANK, N.A., as Collateral Agent for the benefit of the Secured Creditors (the "Collateral Agent").

WITNESSETH:

WHEREAS, Grantor, Select Comfort Retail Corporation, Select Comfort Direct Corporation, Select Comfort SC Corporation, JPMorgan Chase Bank, N.A., as Administrative Agent (in such capacity, the "Administrative Agent"), and the Lenders are party to that certain Credit Agreement dated as of June 9, 2006, as amended pursuant to Amendment No. 1 to Credit Agreement dated as of June 28, 2007, Amendment No. 2 dated as of February 1, 2008 and the Third Amendment (as defined below) (the same, as it may be further amended, restated, modified or supplemented and in effect from time to time, being herein referred to as the "Credit Agreement"), pursuant to which the Lenders made certain credit facilities available to the Grantor and certain of its subsidiaries on the terms and conditions set forth therein;

WHEREAS, Grantor and Select Comfort Retail Corporation are entering into that certain Amendment No. 3 to Credit Agreement dated of even date herewith with the Administrative Agent, and the Lenders (the "Third Amendment");

WHEREAS, Grantor, among others, has entered into that certain Security Agreement of even date herewith (as amended, restated, amended and restated, modified or supplemented from time to time, the "Security Agreement") with the Collateral Agent, for the benefit of the Secured Creditors, pursuant to which Grantor has granted to the Collateral Agent a security interest in substantially all the assets of Grantor, including all right, title and interest of Grantor in, to and under all now owned and hereafter acquired Patents and Patent licenses, and all products and proceeds thereof, to secure the payment of the Secured Obligations;

WHEREAS, capitalized terms used but not defined herein are used in the manner provided in the Security Agreement and the Credit Agreement, as applicable;

WHEREAS, Grantor owns the issued Patents and the pending Patent applications listed on Schedule 1 annexed hereto and is a party to the Patent licenses listed on Schedule 1 annexed hereto; and

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor does hereby grant to the Collateral Agent, for the benefit of the Secured Creditors, as collateral security for the prompt payment in full when due (whether at stated maturity, by acceleration or otherwise) of the Secured Obligations, a continuing security interest in all of Grantor's right, title and interest in, to and under the

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following (all of the following items or types of property being herein collectively referred to as the "Patent Collateral"), whether presently existing or hereafter created or acquired:

- (1) each Patent, including without limitation, each issued Patent and each pending Patent application referred to in Schedule 1 annexed hereto, together with any reissues, continuations or extensions thereof; and
- (2) each Patent license, including, without limitation, each Patent license listed on Schedule 1 annexed hereto; and
- (3) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future infringement of any Patent, including, without limitation, any issued Patent and each pending Patent application referred to in Schedule 1 annexed hereto and any Patent licensed under any Patent license listed on Schedule 1 annexed hereto.

The security interests are granted in furtherance, and not in limitation, of the security interests granted to the Collateral Agent, for the benefit of the Secured Creditors, pursuant to the Security Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of Collateral Agent with respect to the security interest in the Patent Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Security Agreement, the terms of the Security Agreement shall govern.

[signature page follows]





Schedule 1PATENTS:

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HAND HELD REMOTE CONTROL UNIT	US	29/030552	D368475	Apr-02-2010
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**PATENT LICENSES:**

None

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