

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT																												
NATURE OF CONVEYANCE:	SECURITY AGREEMENT																												
CONVEYING PARTY DATA																													
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<table border="1"> <tr> <td>Name:</td> <td>UBS AG, Stamford Branch, as Agent</td> </tr> <tr> <td>Street Address:</td> <td>677 Washington Blvd.</td> </tr> <tr> <td>City:</td> <td>Stamford</td> </tr> <tr> <td>State/Country:</td> <td>CONNECTICUT</td> </tr> <tr> <td>Postal Code:</td> <td>06901</td> </tr> </table>		Name:	UBS AG, Stamford Branch, as Agent	Street Address:	677 Washington Blvd.	City:	Stamford	State/Country:	CONNECTICUT	Postal Code:	06901																		
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PROPERTY NUMBERS Total: 120																													
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Patent Number:	5311624
Patent Number:	5613287
Patent Number:	5987678
Patent Number:	8250689
Application Number:	10750450
Application Number:	13356003
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Application Number:	10750540
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Application Number:	12953026
Application Number:	12852143
Application Number:	13295845
Application Number:	12960269
Application Number:	29366864
Application Number:	13015399
Application Number:	13096760
Application Number:	13207569
Application Number:	13292492
Application Number:	13006828
Application Number:	61513090
Application Number:	61513091
Application Number:	61545795
Application Number:	61545778
Application Number:	61549404
Application Number:	13354015
Application Number:	61561419
Application Number:	29411583
Application Number:	29411584
Application Number:	29411593
Application Number:	61569019
Application Number:	29424676
Application Number:	29424677
Application Number:	13548081
Application Number:	13558092
Application Number:	13560386
Application Number:	12106216
Application Number:	11978869
Application Number:	13008720

29383932

Patent Number:

D661925

CORRESPONDENCE DATA

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Address Line 4: New York, NEW YORK 10022

NAME OF SUBMITTER:

Robin Riley

Total Attachments: 18

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INTELLECTUAL PROPERTY SECURITY AGREEMENT

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

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

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

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

[Signature Pages Follow]

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

DREAMWELL, LTD.,
as Grantor

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

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

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

SIMMONS BEDDING COMPANY,
as Grantor

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

ACCEPTED AND ACKNOWLEDGED BY:

UBS AG, STAMFORD BRANCH,
as Agent

By: 
Name: Irja R. Otsa
Title: Associate Director

By: 
Name: David Urban
Title: Associate Director

Schedule I **Trademarks**

U.S. Trademark Registrations

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

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

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

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

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

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

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

U.S. Trademark Applications

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

Schedule II
Patents

United States Patent Registrations

OWNER	REGISTRATION NUMBER	DESCRIPTION
DREAMWELL, LTD.	7748066	MATTRESS CENTER RIDGE COMPENSATOR
DREAMWELL, LTD.	7047581	STRANDED MATTRESS SPRING
DREAMWELL, LTD.	8099811	MULTI-STRANDED COIL SPRING
DREAMWELL, LTD.	6944899	STRANDED MATTRESS SPRING
DREAMWELL, LTD.	7168117	MULTI-STRANDED COIL SPRING
DREAMWELL, LTD.	6931685	ONE-SIDED MATTRESS
DREAMWELL, LTD.	7418753	ONE-SIDED MATTRESS
DREAMWELL, LTD.	7814594	ONE-SIDED MATTRESS
DREAMWELL, LTD.	6799344	TITANIUM MATTRESS MEMBER
DREAMWELL, LTD.	7624464	TITANIUM MATTRESS MEMBER
DREAMWELL, LTD.	8127383	TITANIUM MATTRESS MEMBER
DREAMWELL, LTD.	6983499	ADJUSTABLE BED SHIELDS
DREAMWELL, LTD.	7827637	MATTRESS WITH FLAME RESISTANT MOISTURE BARRIER
DREAMWELL, LTD.	7992240	MATTRESS WITH PIVOTING MEMBER ATTACHED TO ADJUSTABLE BED FRAME
DREAMWELL, LTD.	6901618	Low profile mattress
DREAMWELL, LTD.	7581271	Low profile mattress
DREAMWELL, LTD.	8006529	Methods for manufacturing coil springs
DREAMWELL, LTD.	8033231	Panel quilt machine with feeder providing reduced downtime
DREAMWELL, LTD.	7017205	Plastic mattress foundation
DREAMWELL, LTD.	7174583	ADJUSTABLE HEIGHT FOUNDATION
DREAMWELL, LTD.	7690096	METHOD OF MANUFACTURING AN AGED MATTRESS ASSEMBLY
DREAMWELL, LTD.	7036173	CHANNEL-CUT CUSHION SUPPORTS
DREAMWELL, LTD.	7424763	CHANNEL-CUT CUSHION SUPPORTS
DREAMWELL, LTD.	7370380	Mattress with removable top
DREAMWELL, LTD.	7587775	Mattress with removable top
DREAMWELL, LTD.	8181293	Mattress with removable top
DREAMWELL, LTD.	7849542	MATTRESSES HAVING FLAME RESISTANT PANEL
DREAMWELL, LTD.	7174613	Method for manufacturing a foam core having channel cuts
DREAMWELL, LTD.	6772463	PERIMETER STIFFENING SYSTEM FOR A FOAM MATTRESS
DREAMWELL, LTD.	7219381	PERIMETER STIFFENING SYSTEM FOR A FOAM MATTRESS
DREAMWELL, LTD.	7574763	PERIMETER STIFFENING SYSTEM FOR A FOAM MATTRESS
DREAMWELL, LTD.	8001639	PERIMETER STIFFENING SYSTEM FOR A FOAM MATTRESS
DREAMWELL, LTD.	5749133	METHOD AND APPARATUS FOR FORMING STRINGS OF POCKETED SPRINGS
DREAMWELL, LTD.	6243900	One-Sided Mattress Construction
DREAMWELL, LTD.	7096528	BED CONSTRUCTION WITH REDUCED SAGGING

DREAMWELL, LTD.	7444706	BED CONSTRUCTION WITH REDUCED SAGGING
DREAMWELL, LTD.	6408469	BED CONSTRUCTION WITH REDUCED SAGGING
DREAMWELL, LTD.	6561047	METHOD AND SYSTEM FOR ANALYZING MOTION TRANSFERRED TO A SUBJECT ON A SLEEPING SURFACE
DREAMWELL, LTD.	6792819	METHOD AND SYSTEM FOR ANALYZING MOTION TRANSFERRED TO A SUBJECT ON A SLEEPING SURFACE
DREAMWELL, LTD.	5572853	METHOD AND APPARATUS FOR CONDITIONING POCKETED COIL SPRINGS
DREAMWELL, LTD.	5553443	METHOD FOR CREATING STRINGS OF POCKETED COIL SPRINGS
DREAMWELL, LTD.	5444905	APPARATUS FOR MANUFACTURING MATTRESSES AND BOX SPRINGS
DREAMWELL, LTD.	5974993	QUILTED BORDER WINDER APPARATUS SYSTEM AND METHOD
DREAMWELL, LTD.	6098224	PILLOW TOP MATTRESS ASSEMBLIES
DREAMWELL, LTD.	5621935	METHOD AND APPARATUS FOR PROVIDING IMPROVED POCKETED INNERSPRING CONSTRUCTIONS
DREAMWELL, LTD.	5471725	METHOD FOR MANUFACTURING MATTRESSES OR BOX SPRINGS, INCLUDING IMPROVED SPRING TRANSFER
DREAMWELL, LTD.	D655965	FOOT PROTECTOR FOR A MATTRESS WITH A REVEAL
DREAMWELL, LTD.	D621197	MATTRESS
DREAMWELL, LTD.	D661925	COIL SPRING
DREAMWELL, LTD.	7200884	MATTRESS ASSEMBLY AND MANUFACTURING PROCESS FOR A MATTRESS USING ADHESIVE PATCHES
DREAMWELL, LTD.	7424762	MATTRESS ASSEMBLY AND MANUFACTURING PROCESS FOR A MATTRESS USING ADHESIVE PATCHES
DREAMWELL, LTD.	D551012	MATTRESS COVER WITH QUILT PATTERN
DREAMWELL, LTD.	D552397	MATTRESS COVER WITH QUILT PATTERN
DREAMWELL, LTD.	D551011	MATTRESS COVER WITH QUILT PATTERN
DREAMWELL, LTD.	D517844	PLASTIC MATTRESS FOUNDATION DRAWER
DREAMWELL, LTD.	6804849	QUILTED MATTRESS COVER WITH INVERTED SEAM
DREAMWELL, LTD.	6944900	QUILTED MATTRESS COVER WITH INVERTED SEAM
DREAMWELL, LTD.	7395568	SELF-CONTAINED ARTICULATED MATTRESS
DREAMWELL, LTD.	5940908	REINFORCED BEDDING FOUNDATIONS
DREAMWELL, LTD.	7165282	HINGED FOAM ASSEMBLY FOR MATTRESS MANUFACTURING
DREAMWELL, LTD.	6772530	MATTRESS SIZING AND DISPLAY APPARATUS
DREAMWELL, LTD.	6493887	BOX SPRING CORNER GUARD
DREAMWELL, LTD.	6687929	BOX SPRING CORNER GUARD
DREAMWELL, LTD.	6557198	MATTRESS AND BED ASSEMBLY PROVIDING AN ENLARGED SLEEPING SURFACE AREA
DREAMWELL, LTD.	6678905	MATTRESS AND BED ASSEMBLY PROVIDING AN ENLARGED SLEEPING SURFACE AREA
DREAMWELL, LTD.	7103933	MATTRESS AND BED ASSEMBLY PROVIDING AN ENLARGED SLEEPING SURFACE AREA
DREAMWELL, LTD.	6519798	MATTRESS AND BED ASSEMBLY PROVIDING AN ENLARGED SLEEPING SURFACE AREA
DREAMWELL, LTD.	6718726	METHOD AND APPARATUS FOR STORING AND TRANSPORTING STRINGS OF POCKETED COILS
DREAMWELL, LTD.	6263532	METHODS AND APPARATUS FOR REFURBISHING BEDDING MATTRESSES

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

United States Patent Applications

OWNER	APPLICATION NUMBER	DESCRIPTION
DREAMWELL, LTD.	10/750450	METHODS FOR MANUFACTURING ENCASED MATTRESSES
DREAMWELL, LTD.	13/356003	MULTI-STRANDED COIL SPRING
DREAMWELL, LTD.	11/416927	Mattress with crowned panel
DREAMWELL, LTD.	11/922739	Mattress or mattress pad with gel section
DREAMWELL, LTD.	13/354571	Mattress or mattress pad with gel section
DREAMWELL, LTD.	13/307367	Systems and methods for hinged bedding assemblies
DREAMWELL, LTD.	13/165241	Methods for Manufacturing Coil Springs
DREAMWELL, LTD.	10/750540	Methods for manufacturing encased mattresses
DREAMWELL, LTD.	12/732876	METHOD OF MANUFACTURING AN AGED MATTRESS ASSEMBLY
DREAMWELL, LTD.	12/624634	Systems and methods for mattress assemblies with attached customer assistance sensory devices
DREAMWELL, LTD.	12/806723	Systems and methods for manufacturing springs with foam characteristics
DREAMWELL, LTD.	12/953026	MATTRESSES HAVING FLAME RESISTANT PANEL
DREAMWELL, LTD.	12/852143	SYSTEMS AND METHODS FOR CUSHION SUPPORTS
DREAMWELL, LTD.	13/295845	MATTRESS AND SIDE RAIL ASSEMBLY WITH HIGH AIRFLOW
DREAMWELL, LTD.	12/960269	SHELL FOR MATTRESS FOR ADJUSTABLE BED
DREAMWELL, LTD.	29/366864	MATTRESS BORDER
DREAMWELL, LTD.	13/015399	Systems and Methods for Bedding with Sleep Diagnostics

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

¹ Application numbers beginning with “61” are provisional applications; no assignments have been made.

Schedule III
Copyrights

United States Copyright Registrations

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