

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

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

RECEIVING PARTY DATA

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

PROPERTY NUMBERS Total: 276

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

TRADEMARK

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

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

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

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

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

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

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

TRADEMARK

REEL: 004881 FRAME: 0160

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

CORRESPONDENCE DATA

Fax Number:

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

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

NAME OF SUBMITTER:

Robin Riley

TRADEMARK

REEL: 004881 FRAME: 0161

/david adams TR/

Date:

10/15/2012

Total Attachments: 16

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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 Morgan Stanley Senior Funding, Inc., in its capacity as collateral agent for the Loan Parties under the Security Agreement referred to below (the “**Agent**”).

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

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

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


[Signature Pages Follow]

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


DREAMWELL, LTD.,
as Grantor

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

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

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

SIMMONS BEDDING COMPANY,
as Grantor

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

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

TRADEMARK
REEL: 004881 FRAME: 0164

ACCEPTED AND ACKNOWLEDGED BY:

MORGAN STANLEY SENIOR FUNDING, INC.,
as Agent

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

**Schedule I
Trademarks**

U.S. Trademark Registrations

OWNER	REGISTRATION NUMBER	TRADEMARK
National Bedding Company L.L.C.	3684436	FIVE STAR MATTRESS
National Bedding Company L.L.C.	2927140	AMERICA'S MATTRESS and Design
National Bedding Company L.L.C.	3491355	AMERICA'S MATTRESS
National Bedding Company L.L.C.	197274	CERTIFIED and Design
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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
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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
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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
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Dreamwell, Ltd.	609109	DUAL COMFORT (Stylized)
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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	TRUENERGY
Dreamwell, Ltd.	1931251	TUDOR
Dreamwell, Ltd.	3414825	TWO STORY
Dreamwell, Ltd.	2648539	TWO STORY (Stylized)
Dreamwell, Ltd.	1554755	ULTRA FIT
Dreamwell, Ltd.	672494	VANDERBILT
Dreamwell, Ltd.	4070966	VARIFORM ADVANCED POCKETED COIL
Dreamwell, Ltd.	522243	VOGUE
Dreamwell, Ltd.	768188	WALL-A-BED
Dreamwell, Ltd.	3877086	WESTMINSTER
Dreamwell, Ltd.	3328631	WHAT'S YOUR FAVORITE POSITION
Dreamwell, Ltd.	2028820	WILLOWBROOK
Dreamwell, Ltd.	1875283	WINCHESTER
Dreamwell, Ltd.	1898953	WINDSOR
Dreamwell, Ltd.	3409551	WINDSOR FINE BEDDING
Dreamwell, Ltd.	3409550	WINDSOR MATTRESS COMPANY
Dreamwell, Ltd.	2717164	WORLD CLASS
Dreamwell, Ltd.	866628	WORLD OF SLEEP
Dreamwell, Ltd.	1959612	WORLD'S FINEST BEDDING SINCE 1870
Dreamwell, Ltd.	1696129	ADJUSTABLE BED
Dreamwell, Ltd.	3393270	BEAUTYREST BLACK
Dreamwell, Ltd.	3046598	COLUMBIA FINE BEDDING
Dreamwell, Ltd.	2146996	BEAUTYREST POCKETED COIL
Dreamwell, Ltd.	523897	EMPRESS
Dreamwell, Ltd.	4151785	LIVING LIFE FULLY CHARGED
Dreamwell, Ltd.	4151768	RECHARGE
Dreamwell, Ltd.	2070092	SLUMBERLAND
Dreamwell, Ltd.	712512	SLUMBERMATIC
Dreamwell, Ltd.	3019827	WE'VE GOT THE EDGE! (Stylized)

U.S. Trademark Applications

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

Schedule II
Patents

United States Patent Registrations

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

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

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

United States Patent Applications

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

DREAMWELL, LTD.	13/015399	Systems and Methods for Bedding with Sleep Diagnostics
DREAMWELL, LTD.	13/096760	Odorless Foam Mattress Assembly
DREAMWELL, LTD.	13/207569	Fire Resistant Flange for Removable Top Panels for Use in Mattress Assemblies
DREAMWELL, LTD.	13/292492	SPRING COILS FOR INNERSPRING ASSEMBLIES AND METHODS OF MANUFACTURE
DREAMWELL, LTD.	13/006828	SYSTEMS, METHODS AND DESIGNS FOR HANDLES IN FURNITURE
DREAMWELL, LTD.	61/513090 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