

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM782661

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Dreamwell, Ltd.		01/26/2023	Limited Liability Company: NEVADA
SSB Manufacturing Company		01/26/2023	Corporation: DELAWARE
National Bedding Company L.L.C.		01/26/2023	Limited Liability Company: ILLINOIS
Tuft & Needle, LLC		01/26/2023	Limited Liability Company: DELAWARE
Tomorrow Sleep LLC		01/26/2023	Limited Liability Company: DELAWARE
Serta Simmons Bedding, LLC		01/26/2023	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Eclipse Business Capital LLC		
Street Address:	333 W. Wacker Drive		
Internal Address:	Suite 950		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60606		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 143			
Property Type	Number	Word Mark	
Registration Number:	0297286	SLUMBERLAND	
Registration Number:	0318383	DREAM SLEEP	
Registration Number:	0522243	VOGUE	
Registration Number:	0524621	SLUMBER TIME	
Registration Number:	0602721	BEAUTYREST	
Registration Number:	0672494	VANDERBILT	
Registration Number:	0730091	SILVER LABEL	
Registration Number:	0732490	BELMONT	
Registration Number:	0813001	BACKCARE	
Registration Number:	0866628	WORLD OF SLEEP	

OP \$3590.00 0297286

Property Type	Number	Word Mark
Registration Number:	0970738	MAXIPEDIC
Registration Number:	1175204	SLUMBERLAND
Registration Number:	1198771	BEAUTY SLEEP
Registration Number:	1324591	CARESSE
Registration Number:	1689575	ALEXANDRIA
Registration Number:	1697653	HARMONY
Registration Number:	1747133	EMINENCE
Registration Number:	1779689	AMERICUS
Registration Number:	1788183	BEAUTYREST
Registration Number:	1833346	BEAUTY-EDGE
Registration Number:	1898953	WINDSOR
Registration Number:	1901372	ROOSEVELT
Registration Number:	1904444	BEAUTYREST
Registration Number:	1961293	COLUMBIA
Registration Number:	1991332	MYSTIC
Registration Number:	1993378	PROVIDENCE
Registration Number:	2022446	SIMMONS
Registration Number:	2036089	CONTENDER
Registration Number:	2089232	CHAMBOURG
Registration Number:	2146787	SIMMONS
Registration Number:	2304404	POCKET COIL
Registration Number:	2363836	GLENDALE
Registration Number:	2478738	POCKETED COIL
Registration Number:	2532958	PALM SPRINGS
Registration Number:	2548303	MADISON AVENUE
Registration Number:	2585251	BEAUTYREST
Registration Number:	2622831	CUMULUS
Registration Number:	2717164	WORLD CLASS
Registration Number:	2732503	TRITON
Registration Number:	2791028	BEAUTYREST
Registration Number:	2810380	SIMMONS
Registration Number:	2826142	SHOOTING STAR
Registration Number:	2826143	LATITUDES
Registration Number:	2847323	KENNEDY
Registration Number:	2884857	DREAMWELL
Registration Number:	2912053	SUPER POCKETED COIL
Registration Number:	2992876	S SIMMONS
Registration Number:	3189714	MOISTUREBAN

Property Type	Number	Word Mark
Registration Number:	3189821	COMFOR-PEDIC
Registration Number:	3228657	BACKCARE BABY
Registration Number:	3344671	SIMMONS KIDS
Registration Number:	3393270	BEAUTYREST BLACK
Registration Number:	3534412	BACKCARE
Registration Number:	3591976	BEAUTYREST
Registration Number:	3727951	DEEP SLEEP
Registration Number:	3731745	BEAUTYREST BLACK
Registration Number:	3731746	BEAUTYREST BLACK
Registration Number:	3781905	SIMMONS KIDS
Registration Number:	3796389	BEAUTYREST STUDIO
Registration Number:	3986150	COMFOR PEDIC LOFT
Registration Number:	4003287	BEAUTYREST
Registration Number:	4003288	BEAUTYREST
Registration Number:	4003289	S SIMMONS
Registration Number:	4129530	SMART RESPONSE
Registration Number:	4151768	RECHARGE
Registration Number:	4155720	AIRCOOL
Registration Number:	4277101	COMFORPEDIC
Registration Number:	4292646	BEAUTYREST ELEMENTS
Registration Number:	4305102	NUFLEX
Registration Number:	4339588	S SIMMONS
Registration Number:	4339589	BEAUTYREST
Registration Number:	4433044	GELTOUCH
Registration Number:	4650294	BEAUTYREST
Registration Number:	4941404	BEAUTYREST 3D
Registration Number:	5019333	NXG
Registration Number:	5019345	SURFACECOOL
Registration Number:	5038097	S SIMMONS
Registration Number:	5080258	SIMMONS
Registration Number:	5080259	BEAUTYREST
Registration Number:	5150143	BEAUTYCLOUD
Registration Number:	5180697	COLUMBIA
Registration Number:	5191400	BEAUTYREST
Registration Number:	5306966	SIMMONS
Registration Number:	5330220	SMARTMOTION
Registration Number:	5364594	BEAUTYREST
Registration Number:	5365167	BLACKICE

Property Type	Number	Word Mark
Registration Number:	5441931	BEAUTYREST BLACK
Registration Number:	5504935	INFINICOOOL
Registration Number:	5530882	BEAUTYREST SILVER
Registration Number:	5752215	PRESSURESENSE
Registration Number:	5752243	ACTIVPUR
Registration Number:	5846139	INFINICOOOL
Registration Number:	6047303	ALLERCLEAR
Registration Number:	6067387	CONTOURFIT
Registration Number:	6164748	CLIMATERIGHT SURFACE
Registration Number:	6164764	BEAUTYREST
Registration Number:	6229706	BEAUTYREST HARMONY LUX
Registration Number:	6273292	SIMMONS
Registration Number:	6283680	BEAUTYSLEEP
Registration Number:	6373891	BEAUTYREST HARMONY
Registration Number:	6531178	SILKAIR
Registration Number:	6569831	SIMM NS
Registration Number:	6699395	ENDUROTECH
Registration Number:	2927140	AMERICA'S MATTRESS
Registration Number:	3491355	AMERICA'S MATTRESS
Registration Number:	3684436	FIVE STAR MATTRESS
Registration Number:	4974255	SLEEP SIMPLE
Registration Number:	5286430	TRANSFORM YOUR SLEEP
Registration Number:	6471925	
Registration Number:	6640060	MOTION AIR
Registration Number:	5337280	TOMORROW
Registration Number:	5722750	TOMORROW
Registration Number:	4616761	TUFT & NEEDLE
Registration Number:	4836760	T&N
Registration Number:	4836761	TUFT & NEEDLE
Registration Number:	4964252	TUFT & NEEDLE
Registration Number:	5083389	TN
Registration Number:	5115227	T&N ADAPTIVE
Registration Number:	5143379	WAKE UP BETTER
Registration Number:	5173090	SNOOZEDUES
Registration Number:	5197050	WE CHARGE WHAT WE NEED, NOT WHAT WE CAN
Registration Number:	5229256	&
Registration Number:	5233659	T&N
Registration Number:	5242547	TUFT & NEEDLE

Property Type	Number	Word Mark
Registration Number:	5247908	TN.COM
Registration Number:	5267021	TUFT & NEEDLE
Registration Number:	5305851	& PILLOW
Registration Number:	5316489	& SHEETS
Registration Number:	5394117	TUFT & NEEDLE & PILLOW
Registration Number:	5436262	& POUCH
Registration Number:	5443885	MATTRESS STORES ARE GREEDY
Registration Number:	5490964	& FRAME
Registration Number:	5595965	TUFT & NEEDLE
Registration Number:	5604917	T&N TUFT & NEEDLE TUFT & NEEDLE
Registration Number:	5612173	TUFT & NEEDLE
Registration Number:	5617706	T&N
Registration Number:	5734184	WAKE UP BETTER
Registration Number:	5763699	&
Registration Number:	6315824	TN.COM
Registration Number:	6686438	TUFT & NEEDLE ORIGINAL
Registration Number:	6693488	T&N ORIGINAL
Registration Number:	6757333	MINT
Serial Number:	97017288	KIN

CORRESPONDENCE DATA

Fax Number:

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

Phone: 6172485000

Email: tmadmin@choate.com

Correspondent Name: Sara M. Bauer

Address Line 1: Two International Place

Address Line 2: Choate Hall & Stewart LLP

Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER: 2013013-0012

NAME OF SUBMITTER: Sara M. Bauer

SIGNATURE: /sara bauer/

DATE SIGNED: 01/26/2023

Total Attachments: 29

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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This INTELLECTUAL PROPERTY SECURITY AGREEMENT (this “Agreement”) is entered into as of January 26, 2023, by and among Dreamwell, Ltd., a Nevada limited liability company (“Dreamwell”), SSB Manufacturing (as defined below), National Bedding (as defined below), SSB (as defined below), Tuft & Needle, LLC, a Delaware limited liability company (“T&N”), Tomorrow Sleep LLC, a Delaware limited liability company (“Tomorrow Sleep”, and together with Dreamwell, SSB Manufacturing, National Bedding, SSB, and T&N, the “Grantors” and each, a “Grantor”) in favor of Eclipse Business Capital LLC (“Eclipse”), as administrative agent and collateral agent for the Secured Parties (in such capacities, the “Administrative Agent”).

Reference is made to that certain ABL Pledge and Security Agreement, dated as of January 26, 2023 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Security Agreement”), among the Grantors party thereto and the Administrative Agent. The DIP ABL Lenders (as defined below) have extended credit to the Borrowers (as defined in DIP ABL Credit Agreement (as defined below)) subject to the terms and conditions set forth in that certain Senior Secured Super-Priority Debtor-in-Possession ABL Credit Agreement, dated as of January 23, 2023 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “DIP ABL Credit Agreement”), by and among, *inter alios*, Dawn Intermediate, LLC, a Delaware limited liability company (“Dawn Intermediate” or “Holdings”), Serta Simmons Bedding, LLC, a Delaware limited liability company (“SSB” or the “Top Borrower”), National Bedding Company L.L.C., an Illinois limited liability company (“National Bedding”), and SSB Manufacturing Company, a Delaware corporation (“SSB Manufacturing”), as borrowers, the Lenders from time to time party thereto (the “DIP ABL Lenders”) and Eclipse, in its capacities as administrative agent and collateral agent for the DIP ABL Lenders. Consistent with the requirements set forth in Sections 4.02 and 5.12 of the DIP ABL Credit Agreement and Section 4.03(c) of the Security Agreement, the parties hereto agree as follows:

SECTION 1. Terms. Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Security Agreement (including any terms defined therein by reference).

SECTION 2. Grant of Security Interest. Subject to the entry of the DIP Orders, as security for the prompt and complete payment or performance, as the case may be, in full of the Secured Obligations, each Grantor, pursuant to the Security Agreement, did and hereby does pledge, collaterally assign, mortgage, transfer and grant to the Administrative Agent and its successors and permitted assigns, on behalf of and for the ratable benefit of the Secured Parties, a continuing security interest in all of its right, title or interest in, to or under all of the following assets, whether now owned or at any time hereafter acquired by or arising in favor of such Grantor, and regardless of where located (collectively, the “IP Collateral”):

A. all Trademarks, including the Trademark registrations and pending applications for registration in the United States Patent and Trademark Office listed on Schedule I hereto;

B. all Patents, including the issued Patents and pending Patent applications in the United States Patent and Trademark Office listed on Schedule II hereto;

C. all Copyrights, including the Copyright registrations and pending applications for registration in the United States Copyright Office listed on Schedule III hereto; and

D. all Proceeds of the foregoing;

in each case to the extent the foregoing items constitute Collateral.

SECTION 3. Security Agreement. The security interests granted to the Administrative Agent herein are granted in furtherance, and not in limitation, of the security interests granted to the Administrative Agent pursuant to the Security Agreement and the DIP Orders. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the IP Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference 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.


SECTION 4. Governing Law. This Agreement, and any claim, controversy or dispute arising under or related to this Agreement, shall be governed by, and construed and interpreted in accordance with, the laws of the State of New York and to the extent applicable the Bankruptcy Code.

SECTION 5. Counterparts. This Agreement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. Delivery of an executed counterpart of a signature page of this Agreement by facsimile or by email as a “.pdf” or “.tif” attachment or other electronic transmission shall be effective as delivery of a manually executed counterpart of this Agreement.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.


SSB MANUFACTURING COMPANY

By: 
Name: Kristen McGuffey
Title: Chief Legal Officer and Secretary

DREAMWELL, LTD.

By: 
Name: Kristen McGuffey
Title: Chief Legal Officer and Secretary


NATIONAL BEDDING COMPANY L.L.C.

By: 
Name: Kristen McGuffey
Title: Chief Legal Officer and Secretary

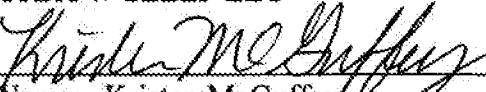
SERTA SIMMONS BEDDING, LLC

By: 
Name: Kristen McGuffey
Title: Chief Legal Officer and Secretary

TUFT & NEEDLE, LLC

By: 
Name: Kristen McGuffey
Title: Chief Legal Officer and Secretary

TOMORROW SLEEP LLC

By: 
Name: Kristen McGuffey
Title: Chief Legal Officer and Secretary

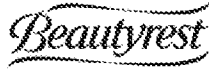
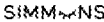

SCHEDULE I


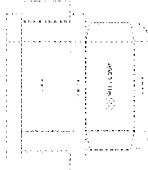

TRADEMARKS


OWNER	REGISTRATION NO.	TRADEMARK
Dreamwell, Ltd.	0297286	SLUMBERLAND
Dreamwell, Ltd.	0318383	DREAM SLEEP
Dreamwell, Ltd.	522243	VOGUE
Dreamwell, Ltd.	524621	SLUMBER TIME
Dreamwell, Ltd.	602721	<i>Beautyrest</i>
Dreamwell, Ltd.	672494	VANDERBILT
Dreamwell, Ltd.	730091	SILVER LABEL
Dreamwell, Ltd.	732490	BELMONT
Dreamwell, Ltd.	813001	BACKCARE
Dreamwell, Ltd.	866628	WORLD OF SLEEP
Dreamwell, Ltd.	970738	MAXIPEDIC
Dreamwell, Ltd.	1175204	SLUMBERLAND
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Dreamwell, Ltd.	1991332	MYSTIC
Dreamwell, Ltd.	1993378	PROVIDENCE
Dreamwell, Ltd.	2022446	SIMMONS

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Dreamwell, Ltd.	2585251	<i>Beautyrest</i>
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Dreamwell, Ltd.	3727951	DEEP SLEEP
Dreamwell, Ltd.	3731745	BEAUTYREST BLACK
Dreamwell, Ltd.	3731746	BEAUTYREST BLACK


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Dreamwell, Ltd.	6283680	BEAUTYSLEEP
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Dreamwell, Ltd.	6699395	ENDUROTECH
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Serta Simmons Bedding, LLC	6640060	MOTION AIR
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Tuft & Needle, LLC	5247908	TN.COM
Tuft & Needle, LLC	5267021	TUFT & NEEDLE
Tuft & Needle, LLC	5305851	& PILLOW
Tuft & Needle, LLC	5316489	& SHEETS
Tuft & Needle, LLC	5394117	
Tuft & Needle, LLC	5436262	& POUCH
Tuft & Needle, LLC	5443885	MATTRESS STORES ARE GREEDY
Tuft & Needle, LLC	5490964	& FRAME
Tuft & Needle, LLC	5595965	TUFT & NEEDLE
Tuft & Needle, LLC	5604917	
Tuft & Needle, LLC	5612173	TUFT & NEEDLE
Tuft & Needle, LLC	5617706	T&N
Tuft & Needle, LLC	5734184	WAKE UP BETTER

OWNER	REGISTRATION NO.	TRADEMARK
Tuft & Needle, LLC	5763699	
Tuft & Needle, LLC	6315824	TN.COM
Tuft & Needle, LLC	6686438	TUFT & NEEDLE ORIGINAL
Tuft & Needle, LLC	6693488	T&N ORIGINAL
Tuft & Needle, LLC	6757333	MINT

TRADEMARK APPLICATIONS

APPLICANT	APPLICATION NO.	TRADEMARK
Dreamwell, Ltd.	88563720	SLEEP 
Dreamwell, Ltd.	88777815	BEYOND
Dreamwell, Ltd.	88777826	BEYONDCOOL
Dreamwell, Ltd.	88937758	BEAUTYREST COMPLETE
Dreamwell, Ltd.	90407798	BEAUTYFOAM
Dreamwell, Ltd.	97334031	SLUMBERLAND
Tuft & Needle, LLC	90498213	TRUTH
Tuft & Needle, LLC	97017288	KIN

SCHEDULE II

PATENTS

OWNER	PATENT NO.	DESCRIPTION
Dreamwell, Ltd.	11395550	MATTRESS TOPPER INCLUDING CONVOLUTED FOAM LAYER
Dreamwell, Ltd.	10051970	ADJUSTABLE SUPPORT LEGS FOR A MATTRESS FOUNDATION
Dreamwell, Ltd.	10111530	ADJUSTABLE MATTRESS FOUNDATION AND PROCESS OF USE
Dreamwell, Ltd.	10172474	MATTRESS MANUFACTURING PROCESS AND APPARATUS
Dreamwell, Ltd.	10182662	ADJUSTABLE COMFORT MATTRESS SYSTEM AND PROCESSES
Dreamwell, Ltd.	10271661	CUSHIONS INCLUDING FLAT SPRINGS
Dreamwell, Ltd.	10272611	MATTRESS MANUFACTURING PROCESS AND APPARATUS
Dreamwell, Ltd.	10357113	HYBRID MATTRESS ASSEMBLIES
Dreamwell, Ltd.	10365638	SCHEDULING PROCESS FOR AUTOMATED MATTRESS MANUFACTURING
Dreamwell, Ltd.	10463164	ADJUSTABLE MATTRESS FOUNDATION
Dreamwell, Ltd.	10455950	MATTRESS MANUFACTURING PROCESS AND APPARATUS
Dreamwell, Ltd.	10506884	ADJUSTABLE FOUNDATION
Dreamwell, Ltd.	10517407	ADJUSTABLE COMFORT MATTRESS SYSTEM AND PROCESSES
Dreamwell, Ltd.	10525557	AUTOMATED MATTRESS MANUFACTURING PROCESS AND APPARATUS

OWNER	PATENT NO.	DESCRIPTION
Dreamwell, Ltd.	10537184	SPLIT ADJUSTABLE MATTRESS FOUNDATION FOR MULTIPLE USERS
Dreamwell, Ltd. WCW Incorporated	10537185	ACCELERATED CALIBRATION SYSTEM FOR A SMART RESPONSE TECHNOLOGY MATTRESS
Dreamwell, Ltd.	10548410	FIRMNESS CONTROL FOR A SMART RESPONSE TECHNOLOGY BODY SUPPORT
Dreamwell, Ltd.	10568434	ADJUSTABLE FOUNDATION
Dreamwell, Ltd.	10575653	MATTRESS ASSEMBLY INCLUDING THERMALLY CONDUCTIVE FOAM LAYER
Dreamwell, Ltd.	10631656	SYSTEMS AND METHODS FOR MATTRESS ASSEMBLIES WITH ATTACHED CUSTOMER ASSISTANCE SENSORY DEVICES
Dreamwell, Ltd.	10631657	CUSHIONS INCLUDING FLAT SPRINGS
Dreamwell, Ltd.	10638851	ADJUSTABLE FOUNDATION
Dreamwell, Ltd.	10639221	ADJUSTABLE FOUNDATION AND MATTRESS ASSEMBLY
Dreamwell, Ltd.	10696540	COIL STRING STAGING AREA APPARATUS AND METHOD
Dreamwell, Ltd.	10716409	SMART RESPONSE TECHNOLOGY MATTRESS
Dreamwell, Ltd.	10973336	ADJUSTABLE SUPPORT LEGS FOR A MATTRESS FOUNDATION
Dreamwell, Ltd.	11019934	ACTIVE COMFORT CONTROLLED BEDDING SYSTEMS

OWNER	PATENT NO.	DESCRIPTION
Dreamwell, Ltd.	11058228	FIRE RESISTANT PANEL INCLUDING VERTICALLY ORIENTED FIRE RETARDANT TREATED FIBERS AND AN ADAPTIVE COVERING MATERIAL
Dreamwell, Ltd.	11089879	TEMPERATURE MANAGEMENT BEDDING SYSTEMS
Dreamwell, Ltd.	11103082	MATTRESS ASSEMBLIES INCLUDING A HYBRID POSTURE SUPPORT SYSTEM
Dreamwell, Ltd.	11105040	BEDDING PRODUCT INCLUDING COMPOSITE LAYER AND METHOD OF MANUFACTURE
Dreamwell, Ltd.	11116322	SPLIT ADJUSTABLE MATTRESS FOUNDATION FOR MULTIPLE USERS
Dreamwell, Ltd.	11122910	MULTI-LAYERED CONVOLUTED FOAM LAYER
Dreamwell, Ltd.	11134789	ACTIVE COMFORT CONTROLLED BEDDING SYSTEMS
Dreamwell, Ltd.	11202515	ACTIVE COMFORT CONTROLLED BEDDING SYSTEMS
Dreamwell, Ltd.	11259647	MATTRESS WITH CROWNED PANEL
Dreamwell, Ltd.	11266352	MONITORING METHODS AND CUSHIONING STRUCTURES
Dreamwell, Ltd.	11297954	MATTRESS PANELS INCLUDING FLAME RETARDANT FIBERS
Dreamwell, Ltd.	6799344	TITANIUM MATTRESS MEMBER
Dreamwell, Ltd.	6804849	QUILTED MATTRESS COVER WITH INVERTED SEAM

OWNER	PATENT NO.	DESCRIPTION
Dreamwell, Ltd.	6931685	ONE-SIDED MATTRESS
Dreamwell, Ltd.	6944899	STRANDED MATTRESS SPRING
Dreamwell, Ltd.	6944900	QUILTED MATTRESS COVER WITH INVERTED SEAM
Dreamwell, Ltd.	6983499	ADJUSTABLE BED SHIELDS
Dreamwell, Ltd.	7017205	PLASTIC MATTRESS FOUNDATION
Dreamwell, Ltd.	7036173	CHANNEL-CUT CUSHION SUPPORTS
Dreamwell, Ltd.	7047581	STRANDED MATTRESS SPRING
Dreamwell, Ltd.	7165282	HINGED FOAM ASSEMBLY FOR MATTRESS MANUFACTURING
Dreamwell, Ltd.	7168117	MULTI-STRANDED COIL SPRING
Dreamwell, Ltd.	7174583	ADJUSTABLE HEIGHT FOUNDATION
Dreamwell, Ltd.	7174613	METHOD FOR MANUFACTURING A FOAM CORE HAVING CHANNEL CUTS
Dreamwell, Ltd.	7200884	MATTRESS ASSEMBLY AND MANUFACTURING PROCESS FOR A MATTRESS USING ADHESIVE PATCHES
Dreamwell, Ltd.	7370380	MATTRESS WITH REMOVABLE TOP
Dreamwell, Ltd.	7395568	SELF-CONTAINED ARTICULATED MATTRESS
Dreamwell, Ltd.	7418753	ONE-SIDED MATTRESS
Dreamwell, Ltd.	7424763	CHANNEL-CUT CUSHION SUPPORTS
Dreamwell, Ltd.	7581271	LOW-PROFILE MATTRESS
Dreamwell, Ltd.	7587775	MATTRESS WITH REMOVABLE TOP

OWNER	PATENT NO.	DESCRIPTION
Dreamwell, Ltd.	7624464	TITANIUM MATTRESS MEMBER
Dreamwell, Ltd.	7690096	METHOD OF MANUFACTURING AN AGED MATTRESS ASSEMBLY
Dreamwell, Ltd.	7748066	MATTRESS CENTER RIDGE COMPENSATOR
Dreamwell, Ltd.	7814594	ONE-SIDED MATTRESS
Dreamwell, Ltd.	7827637	MATTRESS WITH FLAME RESISTANT MOISTURE BARRIER
Dreamwell, Ltd.	7849542	MATTRESSES HAVING FLAME RESISTANT PANEL
Dreamwell, Ltd.	7992240	MATTRESS WITH PIVOTING MEMBER ATTACHED TO ADJUSTABLE BED FRAME
Dreamwell, Ltd.	8006529	METHODS FOR MANUFACTURING COIL SPRINGS
Dreamwell, Ltd.	8033231	PANEL QUILT MACHINE WITH FEEDER PROVIDING REDUCED DOWNTIME
Dreamwell, Ltd.	8099811	MULTI-STRANDED COIL SPRING
Dreamwell, Ltd.	8127383	TITANIUM MATTRESS MEMBER
Dreamwell, Ltd.	8181293	MATTRESS WITH REMOVABLE TOP
Dreamwell, Ltd.	8250689	CHANNEL-CUT CUSHION SUPPORTS
Dreamwell, Ltd.	8307482	MATTRESS OR MATTRESS PAD WITH GEL SECTION
Dreamwell, Ltd.	8356372	SYSTEMS AND METHODS FOR HINGED BEDDING ASSEMBLIES
Dreamwell, Ltd.	8414732	MATTRESSES HAVING FLAME RESISTANT PANEL
Dreamwell, Ltd.	8474805	MICROALLOYED SPRING

OWNER	PATENT NO.	DESCRIPTION
Dreamwell, Ltd.	8490231	SYSTEMS, METHODS AND DESIGNS FOR HANDLES IN FURNITURE
Dreamwell, Ltd.	8689380	MULTI-STRANDED COIL SPRING
Dreamwell, Ltd.	8800979	SYSTEMS AND METHODS FOR CUSHION SUPPORTS
Dreamwell, Ltd.	8813279	MATTRESSES AND MATTRESS FOUNDATIONS
Dreamwell, Ltd.	8832888	MATTRESS AND SIDE RAIL ASSEMBLIES HAVING HIGH AIRFLOW
Dreamwell, Ltd.	8893337	FIRE RESISTANT FLANGE FOR REMOVABLE TOP PANELS FOR USE IN MATTRESS ASSEMBLIES
Dreamwell, Ltd.	8904578	MULTI-PIECE MATTRESS SUPPORTING FOUNDATION
Dreamwell, Ltd.	8918935	CHANNEL-CUT CUSHION SUPPORTS
Dreamwell, Ltd.	8919752	MICROALLOYED SPRING
Dreamwell, Ltd.	8979079	SPRING COILS FOR INNERSPRING ASSEMBLIES AND METHODS OF MANUFACTURE
Dreamwell, Ltd.	8984690	MATTRESS AND SIDE RAIL ASSEMBLY WITH HIGH AIRFLOW
Dreamwell, Ltd.	9003580	MATTRESS DISPLAY
Dreamwell, Ltd.	9119478	DUAL-SPRING PLUNGER FOR A PLUNGER MATRIX MATTRESS
Dreamwell, Ltd.	9145479	ODORLESS FOAM MATTRESS ASSEMBLY
Dreamwell, Ltd.	9158141	THERMALLY ACTIVATED MATTRESS COVER AND DISPLAY
Dreamwell, Ltd.	9161634	ASYMMETRICAL COMBINED CYLINDRICAL AND CONICAL SPRINGS

OWNER	PATENT NO.	DESCRIPTION
Dreamwell, Ltd.	9192245	MATTRESS AND SIDE RAIL ASSEMBLIES HAVING HIGH AIRFLOW
Dreamwell, Ltd.	9205483	METHODS FOR MANUFACTURING COIL SPRINGS
Dreamwell, Ltd.	9226591	PLUNGER FOR A PLUNGER MATRIX MATTRESS
Dreamwell, Ltd.	9259097	FOLDING PLUNGER MATRIX MATTRESS
Dreamwell, Ltd.	9301622	SHELL FOR MATTRESS FOR ADJUSTABLE BED
Dreamwell, Ltd.	9314108	PLUNGER MATRIX MATTRESS ASSEMBLIES
Dreamwell, Ltd.	9314109	MODULAR PLUNGER MATRIX MATTRESS
Dreamwell, Ltd.	9326616	ACTIVE AIRFLOW TEMPERATURE CONTROLLED BEDDING SYSTEMS
Dreamwell, Ltd.	9427091	MICROALLOYED SPRING
Dreamwell, Ltd.	9498069	MATTRESS MANUFACTURING PROCESS AND APPARATUS
Dreamwell, Ltd.	9504332	HYBRID MATTRESS ASSEMBLIES
Dreamwell, Ltd.	9546016	MATTRESS DISPLAY PACKAGING AND DISPLAY CONTAINER
Dreamwell, Ltd.	9549620	CHANNEL-CUT CUSHION SUPPORTS
Dreamwell, Ltd.	9592005	SYSTEMS AND METHODS FOR BEDDING WITH SLEEP DIAGNOSTICS
Dreamwell, Ltd.	9592006	SYSTEMS AND METHODS FOR BEDDING WITH SLEEP DIAGNOSTICS
Dreamwell, Ltd.	9592845	STAGING CART FOR TRANSPORTING MATTRESSES

OWNER	PATENT NO.	DESCRIPTION
Dreamwell, Ltd.	9603460	SYSTEMS AND METHODS FOR MANUFACTURING SPRINGS WITH FOAM CHARACTERISTICS
Dreamwell, Ltd.	9622590	MATTRESS MANUFACTURING PROCESS AND APPARATUS
Dreamwell, Ltd.	9635950	DISPLAY DEVICE FOR A PLUNGER MATRIX MATTRESS
Dreamwell, Ltd.	9640167	SMART PILLOWS AND PROCESSES FOR PROVIDING ACTIVE NOISE CANCELLATION AND BIOFEEDBACK
Dreamwell, Ltd.	9642472	METHOD OF MANUFACTURING AN AGED MATTRESS ASSEMBLY
Dreamwell, Ltd.	9645063	APPARATUS AND PROCESS FOR MEASURING VISCOELASTIC FOAM COMPRESSION RECOVERY
Dreamwell, Ltd.	9657800	SYSTEMS AND METHODS FOR CUSHION SUPPORTS
Dreamwell, Ltd.	9734815	PILLOW SET WITH SNORING NOISE CANCELLATION
Dreamwell, Ltd.	9756953	ACTIVE AIRFLOW TEMPERATURE CONTROLLED BEDDING SYSTEMS
Dreamwell, Ltd.	9756959	SYSTEMS AND METHODS FOR MATTRESS ASSEMBLIES WITH ATTACHED CUSTOMER ASSISTANCE SENSORY DEVICES
Dreamwell, Ltd.	9833081	MATTRESS WITH FLEXIBLE PRESSURE SENSOR
Dreamwell, Ltd.	9833188	SYSTEMS AND METHODS FOR BEDDING WITH SLEEP DIAGNOSTICS

OWNER	PATENT NO.	DESCRIPTION
Dreamwell, Ltd.	9839301	MATTRESS MANUFACTURING PROCESS AND APPARATUS
Dreamwell, Ltd.	9854921	ACTIVE AIRFLOW TEMPERATURE CONTROLLED BEDDING SYSTEMS
Dreamwell, Ltd.	9861207	WAVE SPRINGS AND CUSHIONING ARTICLES CONTAINING THE SAME
Dreamwell, Ltd.	9862553	MATTRESS MANUFACTURING PROCESS AND APPARATUS
Dreamwell, Ltd.	9865243	PILLOW SET WITH SNORING NOISE CANCELLATION
Dreamwell, Ltd.	9886698	AUGMENTED REALITY PRODUCT BROCHURE APPLICATION
Dreamwell, Ltd.	9901184	SYSTEMS AND METHODS FOR MATTRESS ASSEMBLIES WITH ATTACHED CUSTOMER ASSISTANCE SENSORY DEVICES
Dreamwell, Ltd.	9901185	MATTRESS INCLUDING FLAT SPRINGS
Dreamwell, Ltd.	D621197	MATTRESS
Dreamwell, Ltd.	D655938	ADJUSTABLE BASE FOR A BED
Dreamwell, Ltd.	D655965	FOOT PROTECTOR FOR A MATTRESS WITH A REVEAL
Dreamwell, Ltd.	D661925	COIL SPRING
Dreamwell, Ltd.	D677965	MATTRESS INCLUDING A MATTRESS HANDLE
Dreamwell, Ltd.	D680358	MATTRESS INCLUDING A MATTRESS HANDLE
Dreamwell, Ltd.	D681980	ASYMMETRIC COIL SPRING

OWNER	PATENT NO.	DESCRIPTION
Dreamwell, Ltd.	D683992	MATTRESS HAVING A PATTERNED BORDER ABOUT A PERIMETER OF A TOP SURFACE OF THE MATTRESS
Dreamwell, Ltd.	D707060	MATTRESS AND FOUNDATION
Dreamwell, Ltd.	D707061	MATTRESS
Dreamwell, Ltd.	D712682	MATTRESS BORDER
Dreamwell, Ltd.	D731820	MATTRESS
Dreamwell, Ltd.	D787861	MATTRESS
Dreamwell, Ltd.	D794357	MATTRESS
Dreamwell, Ltd.	D804855	MATTRESS
Dreamwell, Ltd.	D873584	FABRIC FOOT PROTECTOR FOR A MATTRESS
Dreamwell, Ltd.	D888464	FOOT PROTECTOR FOR A MATTRESS
National Bedding Company, LLC	11013344	MATTRESS AND ADJUSTABLE FOUNDATION SELECTION SYSTEM AND PROCESS
Tuft & Needle, LLC	11026518	MATTRESS CARRIER
Tuft & Needle, LLC	D848176	BED FRAME
Tuft & Needle, LLC	D866234	BED FRAME
Tuft & Needle, LLC	D903364	BED FRAME
Fosbrooke, Inc.		
Tuft & Needle, LLC Fosbrooke, Inc.	D909794	MATTRESS COVER
Tuft & Needle, LLC	D950984	MATTRESS COVER
Tuft & Needle, LLC	D955063	BED
Dreamwell, Ltd.	11452383	MATTRESS WITH CROWNED PANEL

PATENT APPLICATIONS

APPLICANT	APPLICATION NO.	DESCRIPTION
Could not confirm	29/760,247	BED FRAME
Dreamwell, Ltd.	13/354,571	MATTRESS OR MATTRESS PAD WITH GEL SECTION
Dreamwell, Ltd.	15/433,673	MATTRESS PANELS INCLUDING ANTIMICROBIAL TREATED FIBERS AND/OR FOAMS
Dreamwell, Ltd.	15/683,854	MATTRESS FOUNDATION AND PROCESS OF MANUFACTURE
Dreamwell, Ltd.	16/223,824	ACTIVE COMFORT CONTROLLED BEDDING SYSTEMS
Dreamwell, Ltd.	16/276,382	MATTRESS ASSEMBLIES INCLUDING AT LEAST ONE PANEL INCLUDING PHASE CHANGE MATERIALS
Dreamwell, Ltd.	16/928,478	MATTRESS ASSEMBLY
Dreamwell, Ltd.	17/012,616	SLEEP CONCIERGE
Dreamwell, Ltd.	16/741,888	MATTRESS ASSEMBLIES INCLUDING AT LEAST ONE ENCAPSULATED PANEL INCLUDING A HEAT ABSORBING MATERIAL
Dreamwell, Ltd.	17/217,313	MATTRESS ASSEMBLIES INCLUDING ANTIVIRAL PROTECTION
Dreamwell, Ltd.	17/482,748	ACTIVE COMFORT CONTROLLED BEDDING SYSTEMS
Dreamwell, Ltd.	17/340,187	COMPRESSIBLE MATTRESS
Dreamwell, Ltd.	17/004,703	COMPRESSIBLE MATTRESS
Dreamwell, Ltd.	17/544,079	ACTIVE COMFORT CONTROLLED BEDDING SYSTEMS
Dreamwell, Ltd. Georgia Tech Research Corporation	17/516,115	MATTRESS ASSEMBLIES AND COMPONENTS INCLUDING PHASE CHANGE

APPLICANT	APPLICATION NO.	DESCRIPTION
Serta Simmons Bedding, LLC	15/679,221	THREE DIMENSIONAL POLYLACTIDE FIBER MATRIX LAYER FOR BEDDING PRODUCTS
Serta Simmons Bedding, LLC	15/679,265	PRE-CONDITIONED THREE DIMENSIONAL POLYMERIC FIBER MATRIX LAYER FOR BEDDING PRODUCTS
Serta Simmons Bedding, LLC	15/679,322	THREE DIMENSIONAL POLYMERIC FIBER MATRIX LAYER FOR BEDDING PRODUCTS
Serta Simmons Bedding, LLC	15/679,400	THREE DIMENSIONAL POLYMERIC FIBER MATRIX LAYER FOR BEDDING PRODUCTS
Tuft & Needle, LLC	15/891,887	FLAME RETARDANT COVER
Tuft & Needle, LLC	17/099,557	PET RESTING STRUCTURE AND METHODS OF FABRICATION THEREOF
Tuft & Needle, LLC	17/226,826	MATTRESS CARRIER

SCHEDULE III

COPYRIGHT REGISTRATIONS

OWNER	REGISTRATION NO.	TITLE
National Bedding Company LLC	SR0000627763	America's mattress 60 seconds jingle.
National Bedding Company LLC	SR0000628184	America's mattress jingle - 30 seconds.
Serta Simmons Bedding, LLC	VAu001388449	Serta Simmons Turtle
SSB Manufacturing Company	PA0000772109	Dropping the ball
SSB Manufacturing Company	TX0000189653	Beautyrest by Simmons. The physical fitness mattress.
SSB Manufacturing Company	TX0003673900	EOS equation of sleep
SSB Manufacturing Company	TX0003673901	Sleep logic series
SSB Manufacturing Company	TX0003673902	Beautyrest : The do-not-disturb mattress
SSB Manufacturing Company	TX0004093428	Dropping the ball
SSB Manufacturing Company	TX0004093430	It's never too early to start caring for your back.
SSB Manufacturing Company	TX0004752706	Simmons truckload sale
SSB Manufacturing Company	VA0000735511	BackCare floating man
Tuft & Needle, LLC	PA0002004406	T&N Adaptive Foam Video.
Tuft & Needle, LLC	PA0002004408	The Truth: Layers Video.
Tuft & Needle, LLC	PA0002004480	Wake Up Better: Assembly Video.
Tuft & Needle, LLC	PA0002004481	Making of a Mattress: Design Video.
Tuft & Needle, LLC	PA0002004483	We Are Fixers: Online Video.
Tuft & Needle, LLC	TX0008282833	Our Story Page.
Tuft & Needle, LLC	TX0008282857	The Truth Page.

OWNER	REGISTRATION NO.	TITLE
Tuft & Needle, LLC	TX0008285606	Tuft & Needle Home Page.
Tuft & Needle, LLC	VA0002012578	Classic Bed Photo.
Tuft & Needle, LLC	VA0002013163	Setup Diagram.
Tuft & Needle, LLC	VA0002013178	Death of the Salesman Diagram.
Tuft & Needle, LLC	VA0002015462	Compatible Diagram.
Tuft & Needle, LLC	VA0002016570	5 Reasons Artwork.
Tuft & Needle, LLC	VAu001254454	Social Responsibility Artwork.

EXHIBIT A

[FORM OF]
INTELLECTUAL PROPERTY SECURITY AGREEMENT SUPPLEMENT

This INTELLECTUAL PROPERTY SECURITY AGREEMENT SUPPLEMENT (this “IP Security Agreement Supplement”) is entered into as of [•] [•], 20[•], by [•] (**[each, a][the] “Grantor”**) in favor of Eclipse Business Capital LLC (“Eclipse”), as administrative agent and collateral agent for the Secured Parties (in such capacities, the “Administrative Agent”).

Reference is made to that certain ABL Pledge and Security Agreement, dated as of January 26, 2023 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Security Agreement”), among the Grantors party thereto and the Administrative Agent. The DIP ABL Lenders (as defined below) have extended credit to the Borrowers (as defined in DIP ABL Credit Agreement (as defined below)) subject to the terms and conditions set forth in that certain Senior Secured Super-Priority Debtor-in-Possession ABL Credit Agreement, dated as of January 23, 2023 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “DIP ABL Credit Agreement”), by and among, *inter alios*, Dawn Intermediate, LLC, a Delaware limited liability company (“Dawn Intermediate” or “Holdings”), Serta Simmons Bedding, LLC, a Delaware limited liability company (“SSB” or the “Top Borrower”), National Bedding Company L.L.C., an Illinois limited liability company (“National Bedding”), and SSB Manufacturing Company, a Delaware corporation (“SSB Manufacturing”), as borrowers, the Lenders from time to time party thereto (the “DIP ABL Lenders”) and Eclipse, in its capacities as administrative agent and collateral agent for the DIP ABL Lenders. Consistent with the requirements set forth in Sections 4.02 and 5.12 of the DIP ABL Credit Agreement, the **[Grantor] [Grantors]** and the Administrative Agent have entered into that certain Intellectual Property Security Agreement, dated as of January 26, 2023 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time) **[which was recorded at the United States Patent and Trademark Office on [•] at Reel/Frame No. [•], and at the United States Copyright Office on [•] at Volume/Page No. [•]]¹**. Under the terms of the Security Agreement, **[each] [the]** Grantor has granted to the Administrative Agent for the benefit of the Secured Parties a security interest in the Additional IP Collateral (as defined below) and has agreed, consistent with the requirements of Section 4.03(c) of the Security Agreement, to execute this IP Security Agreement Supplement. Now, therefore, the parties hereto agree as follows:

SECTION 1. Terms. Capitalized terms used in this IP Security Agreement Supplement and not otherwise defined herein have the meanings specified in the Security Agreement (including any terms defined therein by reference).

SECTION 2. Grant of Security Interest. As security for the prompt and complete payment or performance, as the case may be, in full of the Secured Obligations, **[each] [the]** Grantor, pursuant to the Security Agreement, did and hereby does pledge, collaterally assign, mortgage, transfer and grant to the Administrative Agent and its successors and permitted assigns, on behalf of and for the ratable benefit of the Secured Parties, a continuing security

¹ Included bracketed information to the extent then available.

interest in all of its right, title or interest in, to or under all of the following assets, whether now owned or at any time hereafter acquired by or arising in favor of **[such][the]** Grantor, and regardless of where located (collectively, the “Additional IP Collateral”):

A. the Trademark registrations and pending applications for registration in the United States Patent and Trademark Office listed on Schedule I hereto;

B. the issued Patents and pending Patent applications in the United States Patent and Trademark Office listed on Schedule II hereto;

C. the Copyright registrations and pending applications for registration in the United States Copyright Office listed on Schedule III hereto; and

D. all Proceeds of the foregoing;

in each case to the extent the foregoing items constitute Collateral.

SECTION 3. Security Agreement. The security interests granted to the Administrative Agent herein are granted in furtherance, and not in limitation, of the security interests granted to the Administrative Agent pursuant to the Security Agreement and the DIP Orders. **[Each][The]** Grantor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the Additional IP Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this IP Security Agreement Supplement and the Security Agreement, the terms of the Security Agreement shall govern.

SECTION 4. Governing Law. This IP Security Agreement Supplement, and any claim, controversy or dispute arising under or related to this IP Security Agreement Supplement, shall be governed by, and construed and interpreted in accordance with, the laws of the State of New York and to the extent applicable the Bankruptcy Code.

SECTION 5. Counterparts. This IP Security Agreement Supplement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. Delivery of an executed counterpart of a signature page of this IP Security Agreement Supplement by facsimile or by email as a “.pdf” or “.tif” attachment or other electronic transmission shall be effective as delivery of a manually executed counterpart of this IP Security Agreement Supplement.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have duly executed this Intellectual Property Security Agreement Supplement as of the day and year first above written.

[●]

By: _____
Name: [●]
Title: [●]

SCHEDULE I

TRADEMARK REGISTRATIONS

REGISTERED OWNER	REGISTRATION NUMBER	TRADEMARK

TRADEMARK APPLICATIONS

APPLICANT	SERIAL NUMBER	TRADEMARK

SCHEDULE II

PATENTS

REGISTERED OWNER	PATENT NUMBER	TITLE

PATENT APPLICATIONS

APPLICANT	APPLICATION NUMBER	TITLE

SCHEDULE III

COPYRIGHT REGISTRATIONS

REGISTERED OWNER	REGISTRATION NUMBER	TITLE

COPYRIGHT APPLICATIONS

APPLICANT	APPLICATION NUMBER	TITLE

Schedule III to Exhibit A