

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM782877

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	TERMINATION AND RELEASE OF ABL INTELLECTUAL PROPERTY SECURITY AGREEMENT SUPPLEMENT		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
UBS AG, Stamford Branch, as administrative agent		01/25/2023	Banking Corporation: SWITZERLAND
RECEIVING PARTY DATA			
Name:	Dreamwell, Ltd.		
Street Address:	2451 Industry Avenue		
City:	Doraville		
State/Country:	GEORGIA		
Postal Code:	30360		
Entity Type:	Limited Liability Company: NEVADA		
Name:	Serta Simmons Bedding, LLC		
Street Address:	2451 Industry Avenue		
City:	Doraville		
State/Country:	GEORGIA		
Postal Code:	30360		
Entity Type:	Limited Liability Company: DELAWARE		
Name:	Tomorrow Sleep LLC		
Street Address:	2451 Industry Avenue		
City:	Doraville		
State/Country:	GEORGIA		
Postal Code:	30360		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	5364594	BEAUTYREST	
Registration Number:	5337280	TOMORROW	
CORRESPONDENCE DATA			
Fax Number:	2147467777		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent</i>			

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using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 2147467700
Email: juan.arias@weil.com
Correspondent Name: Veronica Bonhamgregory
Address Line 1: Weil, Gotshal & Manges LLP
Address Line 2: 200 Crescent Court, Suite 300
Address Line 4: Dallas, TEXAS 75201-6950

ATTORNEY DOCKET NUMBER:	V. Bonhamgre-40416.0004
NAME OF SUBMITTER:	Veronica Bonhamgregory
SIGNATURE:	/Veronica Bonhamgregory/
DATE SIGNED:	01/26/2023

Total Attachments: 6

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TERMINATION AND RELEASE OF
ABL INTELLECTUAL PROPERTY SECURITY AGREEMENT SUPPLEMENT

This TERMINATION AND RELEASE OF ABL INTELLECTUAL PROPERTY SECURITY AGREEMENT SUPPLEMENT, dated as of January 25, 2023 (this “*Termination and Release*”), from UBS AG, Stamford Branch under the ABL Pledge and Security Agreement referred to below (the “*Administrative Agent*”), to Dreamwell, Ltd., a Nevada limited liability company (“*Dreamwell*”), whose address is 2451 Industry Avenue, Doraville, GA 30360, Serta Simmons Bedding, LLC, a Delaware limited liability company, whose address is 2451 Industry Avenue, Doraville, GA 30360 (“*SSB*”), and Tomorrow Sleep LLC, a Delaware limited liability company, whose address is 2541 Industry Avenue, Doraville, GA 30360 (“*Tomorrow Sleep*”, and together with Dreamwell and SSB, the “*Grantors*” and each, a “*Grantor*”). Capitalized terms used herein and not otherwise defined shall have the meanings assigned to such terms in the ABL Pledge and Security Agreement referred to below.

A. Reference is made to (i) the ABL Pledge and Security Agreement dated as of November 8, 2016 (as the same may from time to time have been amended, restated, amended and restated, supplemented or otherwise modified from time to time prior to the date hereof, the “*Security Agreement*”), among the Grantors and the Administrative Agent, and (ii) the ABL Intellectual Property Security Agreement Supplement dated as of March 6, 2018 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time prior to the date hereof, the “*Intellectual Property Security Agreement Supplement*”), made by the Grantors in favor of the Administrative Agent (together with the Security Agreement, the “*Security Agreements*”).

B. Pursuant to the Security Agreement, the Grantors executed the Intellectual Property Security Agreement Supplement, and, 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 (as defined in the ABL Credit Agreement), granted the Administrative Agent a lien on and security interest in all of its right, title and interest in, to and under

(i) its Trademarks and Trademark applications listed on Schedule I hereto, recorded with the U.S. Patent and Trademark Office on March 20, 2018 at Reel/Frame 006295/0103 with respect to trademarks owned by Dreamwell and at Reel/Frame 006295/0251 with respect to trademarks owned by Tomorrow Sleep, and

(ii) its Patent and Patent applications listed on Schedule II hereto, recorded with the U.S. Patent and Trademark Office on March 20, 2018 at Reel/Frame 045645/0073 with respect to patents owned by Dreamwell, in each case solely to the extent the same constitute Collateral (collectively, the “*Intellectual Property*”).

C. In connection with the repayment in full of all principal, interest, fees and other amounts outstanding under the ABL Credit Agreement, and the release of security interests under the Loan Documents, the Grantors have informed the Administrative Agent of its desire to obtain the release of all right, title and interest of the Administrative Agent, in, to and under the IP Collateral granted under the Intellectual Property Security Agreement Supplement, Administrative Agent releases all of its right, title and interest in, to and under the following (the “*IP Collateral*”):

(a) all Trademarks, including the Trademark registrations and pending applications for registration in the United State 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; and
- (d) all Proceeds of the foregoing;

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

Accordingly, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, Administrative Agent does hereby terminate, release, cancel, relinquish and discharge any and all liens and security interests it has in, to and under in the Intellectual Property, and reassigns, retransfers and reconveys all right, title and interest it has in, to and under the Intellectual Property to Grantors. At the request and sole expense of Grantors, Administrative Agent shall execute and deliver to Grantors such further documents as Grantors shall reasonably request to evidence the release of Administrative Agent's lien on and security interest in, to and under the Intellectual Property. This Termination and Release and any further documents, and the performance of any actions by Administrative Agent hereunder or thereunder, are made without representation or warranty by, or recourse to, Administrative Agent.

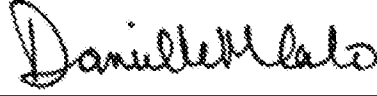
THIS TERMINATION AND RELEASE AND ANY CLAIM, CONTROVERSY OR DISPUTE ARISING UNDER OR RELATED TO THIS TERMINATION AND RELEASE, WHETHER IN TORT, CONTRACT (AT LAW OR IN EQUITY) OR OTHERWISE, SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK.

[Signature Pages Follow]

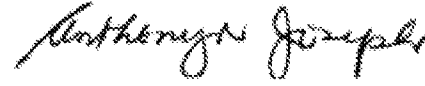
IN WITNESS WHEREOF, Administrative Agent has caused this Termination and Release to be duly executed as of the day and year first above written.

ADMINISTRATIVE AGENT:

UBS AG, STAMFORD BRANCH

By 

Name: Danielle Calo
Title: Associate Director

By 

Name: Anthony Joseph
Title: Associate Director

SCHEDULE I

TRADEMARKS

REGISTERED OWNER	REGISTRATION NUMBER	TRADEMARK
DREAMWELL, LTD.	5364594	BEAUTYREST (Stylized) AND DESIGN
TOMORROW SLEEP LLC	5337280	TOMORROW

SCHEDULE II

PATENT APPLICATIONS

APPLICANT	APPLICATION NO.	TITLE
DREAMWELL, LTD.	15/805553	SPLIT ADJUSTABLE MATTRESS FOUNDATION FOR MULTIPLE USERS
DREAMWELL, LTD.	15/838659	ACTIVE COMFORT CONTROLLED BEDDING SYSTEMS

SCHEDULE III

COPYRIGHT REGISTRATIONS

REGISTERED OWNER	REGISTRATION NUMBER	TITLE
NONE		

COPYRIGHT APPLICATIONS

APPLICANT	APPLICATION NUMBER	TITLE
NONE		