

Fill in this information to identify the case:

United States Bankruptcy Court for the District of Delaware

Case number (if known): _____ Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy 04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Mattress Firm, Inc.

2. All other names debtor used in the last 8 years
 Include any assumed names, trade names, and *doing business as* names

Mattress Pro
Olejo
Tulo
Mattress Discounters
Sleep Experts

3. Debtor's federal Employer Identification Number (EIN) 76-0596008

4. Debtor's address

Principal place of business	Mailing address, if different from principal place of business
<u>10201 South Main Street</u>	_____
Number Street	Number Street
_____	_____
<u>Houston, TX 77025</u>	_____
City State ZIP Code	City State ZIP Code
_____	_____
<u>Harris County</u>	Location of principal assets, if different from principal place of business
County	_____
_____	Number Street
_____	_____
_____	City State ZIP Code
_____	_____

5. Debtor's website (URL) www.mattressfirm.com

6. Type of debtor

Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

Partnership (excluding LLP)

Other, Specify: _____

Debtor Name Mattress Firm, Inc.

Case number(if known) _____

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4422

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11: Check all that apply:
 - Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
 - The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 - A plan is being filed with this petition.
 - Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
 - The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
 - The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No
- Yes. District _____ When _____ Case number _____
MM / DD / YYYY
- District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- No
- Yes. Debtor See Attachment 1 Relationship _____
District _____ When _____
Case number, if known _____ MM / DD / YYYY

List all cases, if more than 1, attach a separate list.

Debtor Mattress Firm, Inc.
Name

Case number(if known) _____

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other: _____

Where is the property?

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?

- No
- Yes. Insurance agency _____

Contact _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors (consolidated basis)

- | | | |
|----------------------------------|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input checked="" type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets (consolidated basis)

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Mattress Firm, Inc.
Name

Case number (if known) _____

16. Estimated liabilities (consolidated basis)
- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

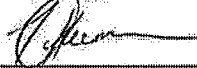
The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/5/2018
MM/DD/YYYY

X /s/ 
Signature of authorized representative of debtor

Hendré Ackermann
Printed name

Title Chief Operating Officer & Chief Financial Officer

18. Signature of attorney

X /s/ 
Signature of attorney for debtor

Date 10/5/2018
MM/DD/YYYY

Edmon L. Morton
Printed name

Young Conaway Stargatt & Taylor, LLP
Firm name

1000 North King Street
Number Street

Wilmington DE 19801
City State ZIP Code

(302) 571-6600 emorton@ycst.com
Contact phone Email address

3856 Delaware
Bar number State

ATTACHMENT 1

PENDING OR CONCURRENT BANKRUPTCY CASES FILED BY AFFILIATES

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed a voluntary petition for relief under title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware. A motion has been filed with the Court requesting that the chapter 11 cases of these entities be jointly administered.

Entity Name	District	Date	Case Number
Mattress Firm, Inc.	District of Delaware	October 5, 2018	Not Yet Assigned
1520 Sunrise Highway, LLC	District of Delaware	October 5, 2018	Not Yet Assigned
1800mattress.com, LLC	District of Delaware	October 5, 2018	Not Yet Assigned
1800mattress.com IP, LLC	District of Delaware	October 5, 2018	Not Yet Assigned
45 South York Associates LLC	District of Delaware	October 5, 2018	Not Yet Assigned
669 Sunrise Realty, LLC	District of Delaware	October 5, 2018	Not Yet Assigned
Acker Realty Holdings LLC	District of Delaware	October 5, 2018	Not Yet Assigned
American Internet Sales LLC	District of Delaware	October 5, 2018	Not Yet Assigned
Aramingo Avenue Associates LLC	District of Delaware	October 5, 2018	Not Yet Assigned
Bethlehem Pike Realty, LLC	District of Delaware	October 5, 2018	Not Yet Assigned
CCP IV Holdings, LLC	District of Delaware	October 5, 2018	Not Yet Assigned
CCP IV SBS Holdings, LLC	District of Delaware	October 5, 2018	Not Yet Assigned
Craftsman Realty, LLC	District of Delaware	October 5, 2018	Not Yet Assigned
Custom Fundraising Solutions, LLC	District of Delaware	October 5, 2018	Not Yet Assigned
CXV Holdings, LLC	District of Delaware	October 5, 2018	Not Yet Assigned
Dial Operations, LLC	District of Delaware	October 5, 2018	Not Yet Assigned
Hazlet Partners, LLC	District of Delaware	October 5, 2018	Not Yet Assigned
HMK Intermediate Holdings LLC	District of Delaware	October 5, 2018	Not Yet Assigned
HMK Mattress Holdings LLC	District of Delaware	October 5, 2018	Not Yet Assigned
Maggie's Enterprises, LLC	District of Delaware	October 5, 2018	Not Yet Assigned
Maple Shade Partners, LLC	District of Delaware	October 5, 2018	Not Yet Assigned
Mattress Discounters Group, LLC	District of Delaware	October 5, 2018	Not Yet Assigned
Mattress Discounters IP LLC	District of Delaware	October 5, 2018	Not Yet Assigned
Mattress Discounters Operations LLC	District of Delaware	October 5, 2018	Not Yet Assigned
Mattress Firm - Arizona, LLC	District of Delaware	October 5, 2018	Not Yet Assigned

Entity Name	District	Date	Case Number
Mattress Giant Corporation	District of Delaware	October 5, 2018	Not Yet Assigned
Mattress Holdco, Inc.	District of Delaware	October 5, 2018	Not Yet Assigned
Mattress Holding Corp.	District of Delaware	October 5, 2018	Not Yet Assigned
MD Acquisition LLC	District of Delaware	October 5, 2018	Not Yet Assigned
Robbinsville 7A Warehouse Group, LLC	District of Delaware	October 5, 2018	Not Yet Assigned
Route 352 Management Partners, LLC	District of Delaware	October 5, 2018	Not Yet Assigned
Scranton Avenue Associates, LLC	District of Delaware	October 5, 2018	Not Yet Assigned
SINT, LLC	District of Delaware	October 5, 2018	Not Yet Assigned
Sleep Country USA, LLC	District of Delaware	October 5, 2018	Not Yet Assigned
Sleepy's, LLC	District of Delaware	October 5, 2018	Not Yet Assigned
South Oyster Bay Realty, LLC	District of Delaware	October 5, 2018	Not Yet Assigned
ST San Diego, LLC	District of Delaware	October 5, 2018	Not Yet Assigned
The Mattress Venture, LLC	District of Delaware	October 5, 2018	Not Yet Assigned
The Sleep Train, Inc.	District of Delaware	October 5, 2018	Not Yet Assigned
Viewmont Drive Realty, LLC	District of Delaware	October 5, 2018	Not Yet Assigned
Whitehall Management Partners, LLC	District of Delaware	October 5, 2018	Not Yet Assigned

CERTIFICATE OF CORPORATE OFFICER

October 2, 2018

I, Kindel Elam, being a duly elected and authorized officer, as set forth on Exhibit A hereto, of each of the following (each a “**Company**” and, collectively, the “**Companies**”):

- A. Mattress Firm, Inc., a Delaware corporation;
- C. Mattress Holdco, Inc., a Delaware corporation; and
- D. Mattress Giant Corporation, a Texas corporation

hereby certify as follows:

- A. I am a duly qualified and elected officer of each of the Companies and, as such, I am familiar with the facts herein certified and I am duly authorized to certify the same on behalf of the Companies;
- B. Attached hereto is a true, correct, and complete copy of the joint resolutions of the boards of directors of each of the Companies, duly adopted and approved on October 2, 2018, in accordance with each Company’s corporate organizational documents; and
- C. Such resolutions have not been amended, altered, annulled, rescinded, modified or revoked since their adoption and remain in full force and effect as of the date hereof. There exist no subsequent resolutions relating to the matter set forth in the resolutions attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 2 day
of October, 2018.

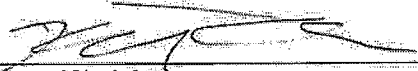

Name: Kindel Elam

EXHIBIT A

Entity	Position
Mattress Firm, Inc.	EVP, Legal, General Counsel & Secretary
Mattress Holdco, Inc.	Secretary
Mattress Giant Corporation	Secretary

**JOINT RESOLUTIONS OF THE BOARDS OF DIRECTORS OF
MATTRESS FIRM, INC., MATTRESS HOLDCO, INC. AND MATTRESS GIANT
CORPORATION**

Effective as of this 2 day of October, 2018, pursuant to a joint special meeting (the “**Meeting**”) of the boards of directors (each, a “**Board of Directors**” and collectively, the “**Boards of Directors**”) of Mattress Firm, Inc. (“**Mattress Firm**”), a Delaware corporation, Mattress Holdco, Inc., a Delaware corporation and Mattress Giant Corporation, a Texas corporation (collectively, the “**Companies**” and each, a “**Company**”), on the same date, at which a quorum was present, upon a motion duly made and seconded and acting pursuant to each Company’s organizational documents, the members of the Boards of Directors constituting at least a majority of the directors then in office took the following actions and adopted the following resolutions:

WHEREAS, the Boards of Directors have considered presentations made by, and have reviewed and had the opportunity to ask questions about the materials presented by, the management and the legal and financial advisors of each Company regarding the liabilities, liquidity and prospects of each Company and its subsidiaries, the strategic alternatives available to it, and the impact of the foregoing on each Company’s business;

WHEREAS, the Boards of Directors have had the opportunity to consult with the management and the legal and financial advisors of each Company to fully consider, and have considered, the strategic alternatives available to each Company; and

WHEREAS, the Boards of Directors desire to approve the following resolutions.

Commencement of Chapter 11 Cases and Filing of Plan of Reorganization

NOW, THEREFORE, BE IT RESOLVED, that the Boards of Directors have determined, after consultation with the management and the legal and financial advisors of each Company, that it is desirable and in the best interests of each Company, its shareholders, creditors, and other parties in interest that petitions be filed with the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”) by each Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) and pursue confirmation of a chapter 11 plan of reorganization (as such plan may be amended, modified or supplemented from time to time, the “**Plan**”), all in accordance with that certain Plan Support Agreement (as such agreement may be amended, modified or supplemented from time to time, the “**Plan Support Agreement**”), forms of the Plan and Plan Support Agreement which have been presented to the Board of Directors, which have considered and had the opportunity to ask questions about such Plan and the Plan Support Agreement; and be it further

RESOLVED, that any officer of each Company (each, an “**Authorized Person**”), in each case, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed, with full power of delegation, to negotiate, execute, deliver, and file with the Bankruptcy Court, in the name and on behalf of each Company, and under its corporate seal or otherwise, all plans, petitions, schedules, statements, motions, lists, applications, pleadings, papers, affidavits, declarations, orders and other documents (collectively, the “**Chapter 11 Filings**”) (with such changes therein and additions thereto as any such Authorized Person may deem necessary, appropriate or

advisable, the execution and delivery of any of the Chapter 11 Filings by any such Authorized Person with any changes thereto to be conclusive evidence that any such Authorized Person deemed such changes to meet such standard); and be it further

RESOLVED, that any Authorized Person, in each case, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed, with full power of delegation, in the name and on behalf of each Company, to take and perform any and all further acts and deeds that such Authorized Person deems necessary, appropriate, or desirable in connection with each Company's chapter 11 cases (the "**Chapter 11 Cases**") or the Chapter 11 Filings, including, without limitation, (i) the payment of fees, consent payments, indemnities, taxes and other expenses such Authorized Person deems necessary, appropriate, or desirable, and (ii) negotiating, executing, delivering, performing and filing any and all additional documents, schedules, statements, lists, papers, agreements, certificates and/or instruments (or any amendments or modifications thereto) in connection with, or in furtherance of, the Chapter 11 Cases with a view to the successful prosecution of the Chapter 11 Cases, including the Plan Support Agreement (such acts to be conclusive evidence that such Authorized Person deemed the same to meet such standard); and be it further

Commencement of Chapter 11 Cases of Subsidiaries

RESOLVED, that the Boards of Directors have determined, after consultation with the management and the legal and financial advisors of each Company, that, in connection with the Chapter 11 Cases, it is desirable and in the best interests of each Company for certain of its controlled subsidiaries (collectively, the "**Subsidiaries**") to file a petition seeking relief under the provisions of the Bankruptcy Code (collectively, the "**Subsidiary Chapter 11 Cases**") and to negotiate, execute, deliver, and file with the Bankruptcy Court all plans, petitions, schedules, statements, motions, lists, applications, pleadings, papers, affidavits, declarations, orders and other documents (the "**Subsidiary Chapter 11 Filings**") in the Bankruptcy Court; and be it further

Debtor-in-Possession Financing

RESOLVED, that the Boards of Directors have determined, after consultation with the management and the legal and financial advisors of each Company, that, subject to approval of the Bankruptcy Court, each Company, as debtors and debtors in possession under chapter 11 of the Bankruptcy Code, shall be, and hereby are, authorized to (a) enter into one or more new debtor in possession financing facility (the "**DIP Facilities**") and any associated documents and consummate, and perform under, the transactions contemplated therein (collectively, the "**Financing Transactions**") with such lenders and on such terms substantially consistent with those presented to the Boards of Directors at the Meeting and as may be further approved, modified or amended by any of the Authorized Persons, as may be reasonably necessary or desirable for the continuing conduct of the affairs of the Companies; and (b) pay related fees, and (c) grant security interests in and liens upon all or substantially all of each of the Companies' assets, in such case, as may be deemed necessary or desirable by any one or more of the Authorized Persons in connection with the Financing Transactions; and be it further

RESOLVED, that: (a) the Authorized Persons shall be, and each of them, acting alone, hereby is, authorized and empowered in the name of, and on behalf of, each of the Companies, as

debtors and debtors in possession, to take such actions and execute, acknowledge, deliver and verify such agreements, certificates, instruments, guaranties, notices and any and all other documents, including any amendments or other modifications to the foregoing, as any of the Authorized Persons may deem necessary or appropriate to facilitate the Financing Transactions (collectively, the "**Financing Documents**"); (b) Financing Documents containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or desirable by any of the Authorized Persons are hereby approved; (c) the Authorized Persons shall be, and each of them, acting alone, hereby is, authorized and empowered in the name of, and on behalf of, each of the Companies, as debtors and debtors in possession, to authorize counsel to draft, file and seek approval of the Financing Documents; and (d) the actions of any Authorized Person taken pursuant to this resolution, including the execution, acknowledgment, delivery and verification of all agreements, certificates, instruments, guaranties, notices and other documents, including any amendments or other modifications to the foregoing, shall be conclusive evidence of such Authorized Person's approval thereof and the necessity or desirability thereof.

Exit Facility Financing

RESOLVED, that the Boards of Directors have determined, after consultation with the management and the legal and financial advisors of each Company, that, subject to approval of the Bankruptcy Court, each Company, as debtors and debtors in possession under chapter 11 of the Bankruptcy Code, shall be, and hereby are, authorized to (a) enter into one or more exit facilities (the "**Exit Facilities**") and any associated documents and consummate, and perform under, the transactions contemplated therein (collectively, the "**Exit Facility Transactions**") with such lenders and on such terms substantially consistent with those presented to the Board of Directors prior to the date hereof and as may be further approved, modified or amended by any of the Authorized Persons, as may be reasonably necessary or desirable for the continuing conduct of the affairs of the Companies; and (b) pay related fees, and (c) grant security interests in and liens upon all or substantially all of each of the Companies' assets, in such case, as may be deemed necessary or desirable by any one or more of the Authorized Persons in connection with the Exit Facility Transactions; and be it further

RESOLVED, that: (a) the Authorized Persons shall be, and each of them, acting alone, hereby is, authorized and empowered in the name of, and on behalf of, each of the Companies, as debtors and debtors in possession, to take such actions and execute, acknowledge, deliver and verify such agreements, certificates, instruments, guaranties, notices and any and all other documents, including any amendments or other modifications to the foregoing, as any of the Authorized Persons may deem necessary or appropriate to facilitate the Exit Facility Transactions (collectively, the "**Exit Facility Documents**"); (b) Exit Facility Documents containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or desirable by any of the Authorized Persons are hereby approved; (c) the Authorized Persons shall be, and each of them, acting alone, hereby is, authorized and empowered in the name of, and on behalf of, each of the Companies, as debtors and debtors in possession, to authorize counsel to draft, file and seek approval of the Exit Facility Documents; and (d) the actions of any Authorized Person taken pursuant to this resolution, including the execution, acknowledgment, delivery and verification of all agreements, certificates, instruments, guaranties, notices and other

documents, including any amendments or other modifications to the foregoing, shall be conclusive evidence of such Authorized Person's approval thereof and the necessity or desirability thereof.

Retention of Advisors

RESOLVED, that, in connection with the Chapter 11 Cases, any Authorized Person, in each case, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed, with full power of delegation, in the name and on behalf of each Company, to employ and retain all assistance by legal counsel, accountants, financial advisors, investment bankers and other professionals, on behalf of each Company and its Subsidiaries, that such Authorized Person deems necessary, appropriate or advisable in connection with, or in furtherance of, the Chapter 11 Cases, with a view to the successful prosecution of the Chapter 11 Cases (such acts to be conclusive evidence that such Authorized Person deemed the same to meet such standard); and be it further

RESOLVED, that the law firm of Sidley Austin LLP, One South Dearborn, Chicago, Illinois 60603, is hereby retained and employed as attorneys for each Company in the Chapter 11 Cases; and be it further

RESOLVED, that the law firm of Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Wilmington, Delaware 19801, is hereby retained and employed as Delaware attorneys for each Company in the Chapter 11 Cases; and be it further

RESOLVED, that the financial advisory firm of AlixPartners, LLP, 909 Third Avenue, New York, New York 10022, is hereby retained and employed as financial advisors for each Company in the Chapter 11 Cases; and be it further

RESOLVED, that the investment banking firm of Guggenheim Securities, LLC, 330 Madison Avenue, New York, New York 10017, is hereby retained and employed as investment bankers for each Company in the Chapter 11 Cases; and be it further

RESOLVED, that any Authorized Person, in each case, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed, with full power of delegation, in the name and on behalf of each Company, to take and perform any and all further acts and deeds, including, without limitation, (i) the payment of any consideration, (ii) the payment of fees, consent payments, indemnities, taxes and other expenses such Authorized Person deems necessary, appropriate, or desirable, and (iii) negotiating, executing, delivering, performing, and filing any and all documents, motions, pleadings, applications, declarations, affidavits, schedules, statements, lists, papers, agreements, certificates and/or instruments (or any amendments or modifications thereto) in connection with the retention and employment of professionals contemplated by the foregoing resolutions (such acts to be conclusive evidence that such Authorized Person deemed the same to meet such standard); and be it further

General

RESOLVED, that any Authorized Person, in each case, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed, with full power of delegation, in the name and on behalf of each Company, to take and perform any and all further acts or deeds, including, but not limited to, (i) the negotiation of such additional agreements, amendments, modifications,

supplements, reports, documents, instruments, applications, notes or certificates not now known but which may be required, (ii) the execution, delivery and filing (if applicable) of any of the foregoing, and (iii) the payment of all fees, consent payments, indemnities, taxes and other expenses as any such Authorized Person, in his or her sole discretion, may approve or deem necessary, appropriate or desirable in order to carry out the intent and accomplish the purposes of the foregoing resolutions and the transactions contemplated thereby, all of such actions, executions, deliveries, filings and payments to be conclusive evidence of such approval or that such Authorized Person deemed the same to meet such standard; and be it further

RESOLVED, that any and all past actions heretofore taken by any Authorized Person, any director or any member of each Company in the name and on behalf of such Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved in all respects; and be it further

RESOLVED, that each Board of Directors has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as required by the governance documents of such Company, or hereby waives any right to have received such notice.

* * * * *

Fill in this information to identify the case:

Debtor name Mattress Firm, Inc.United States Bankruptcy Court for the _____ District of Delaware
(State)

Case number (if known): _____

 Check if this is an amended filing

The following list of creditors ("List of Creditors") has been prepared from the unaudited books and records of Mattress Firm, Inc. and its affiliated debtors and debtors in possession (the "Debtors"). The List of Creditors reflects estimated amounts owed by the Debtors as of the Petition Date on a consolidated basis. It was produced from the books and records of the Debtors as of the close of business on October 1, 2018. The List of Creditors does not include any person or entity who is now, or formerly was, an "insider" of the Debtors as that term is defined in 11 U.S.C. § 101(31). The information contained herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. Moreover, nothing herein shall affect the Debtors' right to challenge the amount or characterization of any claim at a later date. The Debtor's failure to list a claim as contingent, unliquidated or disputed does not constitute a waiver of the Debtors' right to contest the validity, priority and/or amount of any such claim.

Official
Form 204**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, Trade Payables, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	SIMMONS MANUFACTURING CO LLC ONE CONCOURSE PKWY NE 800 SANDY SPRINGS, GA 30328	ATTN: JOHNNY NGUYEN PHONE: 770-512-7700 FAX: 770-613-8575 EMAIL: customerassistance@simm ons.com	Trade Payable				\$64,695,011
2	SERTA MATTRESS COMPANY ONE CONCOURSE PKWY NE 800 ATLANTA, GA 30328	ATTN: JOHNNY NGUYEN PHONE: 847-645-0200 FAX: 847-645-0205	Trade Payable				\$25,482,757
3	LEGGETT & PLATT 161 PROCTOR LANE LEXINGTON, NC 27292	CHIEF FINANCIAL OFFICER PHONE: 417-358-8131 FAX: 417-358-8449 EMAIL: legal@leggett.com	Trade Payable				\$11,993,294
4	CORSICANA BEDDING INC PO BOX 1050 CORSICANA, TX 75151	CHIEF FINANCIAL OFFICER PHONE: 800-323-4349 FAX: 903-872-9138 EMAIL: service@corsicanamattress. com	Trade Payable				\$6,536,204
5	ELITE FOAM INC WELLS FARGO LOCKBOX 603397 1525 WEST WT HARRIS BLVD CHARLOTTE, NC 28260	CHIEF FINANCIAL OFFICER PHONE: 770-683-8271 FAX: 770-683-8277 EMAIL: sales@elitefoam.com	Trade Payable				\$5,747,284
6	SINOMAX USA INC 2901 WILCREST DR STE 100 HOUSTON, TX 77042	CHIEF FINANCIAL OFFICER PHONE: 225-201-1595 FAX: 225-201-1596	Trade Payable				\$5,722,883

Debtor Mattress Firm, Inc.
Name

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, Trade Payables, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
7	PURPLE INNOVATION LLC 123 E 200 N ALPINE, UT 84004	CHIEF FINANCIAL OFFICER PHONE: 801-756-2600 EMAIL: info@purple.com	Trade Payable				\$3,526,562
8	MANTUA MFG CO 7900 NORTHFIELD RD WALTON HILLS, OH 44146-5525	CHIEF FINANCIAL OFFICER PHONE: 800-333-8333 FAX: 800-929-8014	Trade Payable				\$3,307,918
9	SPRING AIR COMPANY 70 EVERETT AVE STE 507 CHELSEA, MA 2150	CHIEF FINANCIAL OFFICER PHONE: 617-884-2300 EMAIL: service@springairgso.com	Trade Payable				\$3,147,231
10	ADVANCED COMFORT TECHNOLOGIES INC DBA INTELLIBED 3676 W CALIFORNIA AVE STE D-100 SALT LAKE CITY, UT 84104	CHIEF FINANCIAL OFFICER PHONE: 801-845-9863 FAX: 801-438-0161	Trade Payable				\$1,681,117
11	PROTECT A BED JAB DISTRIBUTORS LLC 1500 S WOLF RD WHEELING, IL 60090	CHIEF FINANCIAL OFFICER PHONE: 866-297-8836 FAX: 847-998-6919	Trade Payable				\$1,019,287
12	INFINITY MASSAGE CHAIRS 72 STARD RD UNIT 2 SEABROOK, NH 3874	CHIEF FINANCIAL OFFICER PHONE: 603-910-5000 FAX: 603-642-9291	Trade Payable				\$927,859
13	STARCOM MEDIAVEST GROUP F/B/O SPARK FOUNDRY PO BOX 1528 LONG ISLAND CITY, NY 11101-0528	ATTN ARLENE DESOUSA PHONE: 212-468-3789 FAX: 312-220-6530 EMAIL: arlene.desousa@sparkfoun dryww.com	Trade Payable				\$845,665
14	STRONG INDUSTRIES INC PO BOX 108 NORTHUMBERLAND, PA 17857	CHIEF FINANCIAL OFFICER PHONE: 281-847-9304 FAX: 281-448-9315 EMAIL: info@superdumps.com	Trade Payable				\$681,112
15	CVB INC DBA MALOUF 1525 W 2960 S LOGAN, UT 84321	CHIEF FINANCIAL OFFICER FAX: 800-517-7179 EMAIL: info@maloufsleep.com	Trade Payable				\$625,922
16	KINGSDOWN INC 126 WEST HOLT ST MEBANE, NC 27302-0392	CHIEF FINANCIAL OFFICER PHONE: 919-563-3531 FAX: 919-563-6730	Trade Payable				\$612,945
17	CLASSIC BRANDS LLC 8214 WELLMOOR COURT JESSUP, MD 20794	ATTN DENISE ZIPPELLI PHONE: 877-707-7533 FAX: 888-637-1943	Trade Payable				\$549,987
18	GOODWAY GROUP INC PO BOX 826955 PHILADELPHIA, PA 19182-6955	CHIEF FINANCIAL OFFICER PHONE: 877-274-9881 FAX: 215-881-2239 EMAIL: david@goodwaygroup.com	Trade Payable				\$538,169

Debtor Mattress Firm, Inc.
Name

Case number (if known) _____

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, Trade Payables, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
19 METRO TECH SERVICE CORP 1827 WALDEN OFFICE SQ STE 304 SCHAUMBURG, IL 60173	CHIEF FINANCIAL OFFICER PHONE: 866-339-4512	Trade Payable				\$472,632
20 FABRITECH 2000 LLC TRADING AS FABRITEC INTERNATIONAL 11 STEWART PLACE FAIRFIELD, NJ 7004	CHIEF FINANCIAL OFFICER PHONE: 859-781-8200 FAX: 859-781-8280 EMAIL: solutions@fabritec.com	Trade Payable				\$434,639
21 VALASSIS DIRECT MAIL INC. 719975 VICTOR PARKWAY LIVONIA, MI 48152	CHIEF FINANCIAL OFFICER PHONE: 860-285-6100 FAX: 860-285-6412	Trade Payable				\$406,167
22 VISIONET SYSTEMS INC 4 CEDARBROOK DR BUILDING B CRANBURY, NJ 08512-3641	CHIEF FINANCIAL OFFICER PHONE: 609-452-0700 FAX: 609-655-8232 EMAIL: accounts@visionetsystems.com	Trade Payable				\$399,632
23 VISA JPMORGAN PO BOX 31279 TAMPA, FL 33631-3279	CHIEF FINANCIAL OFFICER PHONE: 214-965-3631 FAX: 214-965-2861 EMAIL: gretchen.tumey@jpmorgan.com	Trade Payable				\$391,442
24 CLEAR LINK TECHNOLOGIES LLC 5202 W DOUGLAS CORRIGAN WAY STE 300 SALT LAKE CITY, UT 84116	CHIEF FINANCIAL OFFICER PHONE: 801-424-0018 FAX: 801-424-0019 EMAIL: accountsreceivable@clearlink.com	Trade Payable				\$359,805
25 SLALOM LLC DBA SLALOM CONSULTING 821 2ND AVE STE 1900 SEATTLE, WA 98104	CHIEF FINANCIAL OFFICER PHONE: 206-438-5700 FAX: 206-438-5686 EMAIL: sales@ellitefoam.com	Trade Payable				\$323,936
26 N.J. MALIN & ASSOCIATES LLC 15870 MIDWAY RD ADDISON, TX 75001	ATTN JACK CAIN PHONE: 972-458-2680 FAX: 972-687-1707 EMAIL: Jack.Cain@malinusa.com	Trade Payable				\$307,611
27 LONDON LUXURY LLC 270 N AVE 3RD FL NEW ROCHELLE, NY 10801	CHIEF FINANCIAL OFFICER PHONE: 914-636-2100 EMAIL: customerservice@londonlux.com	Trade Payable				\$256,647
28 NEST INTERNATIONAL 550 CRESCENT BLVD GLOUCESTER CITY, NJ 8030	CHIEF FINANCIAL OFFICER PHONE: 844-650-3721	Trade Payable				\$251,832
29 MICROSOFT ONLINE INC PO BOX 847543 DALLAS, TX 75284-7543	CHIEF FINANCIAL OFFICER EMAIL: adbill@microsoft.com	Trade Payable				\$239,587

Debtor Mattress Firm, Inc.
Name

Case number (if known) _____

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example: Trade Payables, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
30 NIKA MILLER, ET AL. C/O Blumenthal Nordrehaug Bhowmik De Blouw LLP 75 Broadway St. #202 San Francisco, CA 94111	ATTN LEAD ATTORNEY PHONE: 415-935-3957 FAX: 858-551-1232 EMAIL:	Litigation	C, U			Undetermined

Fill in this information to identify the case and this filing:

Debtor Name Mattress Firm, Inc.
United States Bankruptcy Court for the: _____ District of Delaware
(State)
Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature


I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule* _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/5/2018
MM/DD/YYYY

x 

Signature of individual signing on behalf of debtor

Hendré Ackermann
Printed name

Chief Operating Officer & Chief Financial Officer
Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: MATTRESS FIRM, INC., Debtor.

Chapter 11
 Case No. 18-____ ()
 (Joint Administration Requested)

CORPORATE OWNERSHIP STATEMENT

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following list identifies all corporations, other than a governmental unit, which directly or indirectly own 10% or more of any class of equity interests in Mattress Firm, Inc.:

Direct Owner	Indirect Owners
Mattress Holding Corp.	Mattress Holdco, Inc. Mattress Firm Holding Corp. Stripes US Holding, Inc. Steinhoff Europe AG Steinhoff Möbel Holding Alpha GmbH Steinhoff Finance Holding GmbH Steinhoff International Holdings N.V.

Fill in this information to identify the case and this filing:

Debtor Name Mattress Firm, Inc.
United States Bankruptcy Court for the: _____ District of Delaware
(State)
Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature


I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets--Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration: Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/5/2018
MM / DD / YYYY

x 

Signature of individual signing on behalf of debtor

Hendré Ackermann
Printed name

Chief Operating Officer & Chief Financial Officer
Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

MATTRESS FIRM, INC.,

Debtor.

Chapter 11

Case No. 18-____ ()

LIST OF EQUITY SECURITY HOLDERS

Pursuant to rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, the following is a list of holders of equity securities of the above-captioned debtor.

Name and Last Known Address or Place of Business of Holder	Kind of Interest	Percentage of Interest
Mattress Holding Corp. 10201 South Main Street Houston, TX 77025	Common Shares	100%

Fill in this information to identify the case and this filing:

Debtor Name Mattress Firm, Inc.
United States Bankruptcy Court for the: _____ District of Delaware
(State)
Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

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Declaration and signature


I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct.

- Schedule A/B: Assets--Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/5/2018
MM / DD / YYYY

x 

Signature of individual signing on behalf of debtor

Hendré Ackermann
Printed name

Chief Operating Officer & Chief Financial Officer
Position or relationship to debtor