

United States Bankruptcy Court
District of Delaware

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Simmons Bedding Company		Name of Joint Debtor (Spouse) (Last, First, Middle): N/A	
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): See Attached Schedule 1		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): N/A	
Last four digits of Social-Security No./Complete EIN or other Tax-I.D. No. (if more than one, state all): Tax-I.D. No. 13-3875743		Last four digits of Social-Security No./Complete EIN or other Tax-I.D. No. (if more than one, state all): N/A	
Street Address of Debtor (No. and Street, City, and State): One Concourse Parkway, Suite 800 Atlanta, GA		Street Address of Joint Debtor (No. and Street, City, and State): N/A	
ZIP CODE 30328		ZIP CODE	
County of Residence or of the Principal Place of Business: Fulton County		County of Residence or of the Principal Place of Business: N/A	
Mailing Address of Debtor (if different from street address): N/A		Mailing Address of Joint Debtor (if different from street address): N/A	
ZIP CODE		ZIP CODE	
Location of Principal Assets of Business Debtor (if different from street address above): See Attached Schedule 3			
ZIP CODE			

Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) _____	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <u>Manufacturing/Sales</u> Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 </div> <div> <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding </div> </div> <hr/> Nature of Debts (Check one box) <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." </div> <div> <input checked="" type="checkbox"/> Debts are primarily business debts. </div> </div> <hr/> Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. <hr/> Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(B).
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Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. Estimated Number of Creditors (Consolidated with affiliates) <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> 1-49</div> <div><input type="checkbox"/> 50-99</div> <div><input type="checkbox"/> 100-199</div> <div><input type="checkbox"/> 200-999</div> <div><input type="checkbox"/> 1,000-5,000</div> <div><input type="checkbox"/> 5,001-10,000</div> <div><input checked="" type="checkbox"/> 10,001-25,000</div> <div><input type="checkbox"/> 25,001-50,000</div> <div><input type="checkbox"/> 50,001-100,000</div> <div><input type="checkbox"/> Over 100,000</div> </div> Estimated Assets (Consolidated with affiliates) <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input checked="" type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input type="checkbox"/> More than \$1 billion</div> </div> Estimated Liabilities (Consolidated with affiliates) <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input checked="" type="checkbox"/> More than \$1 billion</div> </div>	THIS SPACE IS FOR COURT USE ONLY
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Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Simmons Bedding Company	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: N/A	Case Number: N/A	Date Filed: N/A	
Location Where Filed: N/A	Case Number: N/A	Date Filed: N/A	
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See Attached Schedule 2		Case Number: Pending	Date Filed: November 16, 2009
District: District of Delaware		Relationship: Affiliates	Judge: Pending
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <p style="text-align: center;">N/A</p> <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B <small>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</small> <p style="text-align: center;">N/A</p> I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by § 342(b). <div style="display: flex; justify-content: space-between;"> <div style="text-align: center;"> <input checked="" type="checkbox"/> </div> <div> Signature of Attorney for Debtor(s) </div> <div style="text-align: center;"> Date </div> </div>	
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D <p style="text-align: center;">N/A</p> (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<p style="text-align: center;">Information Regarding the Debtor - Venue (Check any applicable box.)</p> <div style="margin-top: 10px;"> <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, 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. </div> <div style="margin-top: 10px;"> <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. </div> <div style="margin-top: 10px;"> <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District. </div>			
<p style="text-align: center;">Certification by a Debtor Who Resides as a Tenant of Residential Property</p> <p style="text-align: center;">N/A</p> <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) <div style="margin-left: 100px;"> _____ (Name of landlord that obtained judgment) </div> <div style="margin-left: 100px; margin-top: 10px;"> _____ (Address of landlord) </div> <div style="margin-top: 20px;"> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and </div> <div style="margin-top: 10px;"> <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. </div> <div style="margin-top: 10px;"> <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)). </div>			

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

Simmons Bedding Company

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7 I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

If no attorney represents me and no bankruptcy petition preparer signs the petition I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X/s/ Mark D. Collins
Signature of Attorney for Debtor(s)

Mark D. Collins
Printed Name of Attorney for Debtor(s)

Richards, Layton & Finger, P.A.
Firm Name

One Rodney Square Wilmington, Delaware 19801
Address

(302) 651-7700
Telephone Number

November 16, 2009
Date

* In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

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

X/s/ William S. Creekmuir
Signature of Authorized Individual

William S. Creekmuir
Printed Name of Authorized Individual

Executive Vice President, Chief Financial Officer, Treasurer & Assistant Secretary
Title of Authorized Individual

November 16, 2009
Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(h), 110(h), and 342(b); and (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19B is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Schedule 1

The Debtor has used the following other names during the previous 8 years, which includes trade names:

- Simmons
- Simmons Co.
- Simmons Bedding
- Simmons Bedding Company
- Simmons Company, a Delaware Corporation
- Simmons U.S.A. Corporation
- Simmons Company (U.S.A.)
- Simmons U.S.A. Company
- Simmons Company, N.A.
- Simmons USA Company
- Simmons Company a Corporation of Delaware
- THL Bedding Company

Schedule 2

Affiliated Chapter 11 Debtors

Simmons Company

Bedding Holdco Incorporated

The Simmons Manufacturing Co., LLC

Windsor Bedding Co., LLC

World of Sleep Outlets, LLC

Simmons Contract Sales, LLC

Dreamwell, Ltd.

Simmons Capital Management, LLC

Simmons Export Co.

Schedule 3

Other Locations of Principal Assets of Business Debtor

Gwinnett Corporate Business Park
1856 Corporate Drive, Suite 105
Norcross, Georgia 30093

Las Vegas World Mart
Space 525 & 946, Level 5
Bldg at N.W. Corner of Bonneville Avenue and Grand Central Parkway
Las Vegas, Nevada 89101

Las Vegas World Mart
Space 762, 7th Floor
Building B
475 Grand Central Parkway
Las Vegas, Nevada 89106

1500 Southland Circle
Suites A, B, F, and G
Atlanta, Georgia 30318

1900 Beaver Ridge Circle
Norcross, Georgia 30071

CERTIFICATE OF RESOLUTIONS

I, William S. Creekmuir, a duly authorized officer of SIMMONS BEDDING COMPANY, a Delaware Corporation (the "Corporation"), hereby certify that at a special meeting of the Board of Directors of the Corporation duly called and held on November 13, 2009, the Board of Directors of the Corporation consented to the following actions and adopted the following resolutions, and that said resolutions have not been modified or rescinded and are still in full force and effect on the date hereof:

WHEREAS, the Board has determined that it is desirable and in the best interests of the Corporation, its creditors, employees, and other interested parties that a petition (the "Petition") be filed by the Corporation, seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

NOW, THEREFORE, BE IT RESOLVED, that the Corporation is hereby authorized to file the Petition; and it is further

RESOLVED, that the Petition be, and hereby is, authorized; and it is further

RESOLVED, that the following officers: Stephen G. Fendrich, President; William S. Creekmuir, Executive Vice President, Chief Financial Officer, Treasurer and Assistant Secretary; Kristen K. McGuffey, Executive Vice President, General Counsel and Secretary, and any other person designated and authorized to act by any of the foregoing officers (each, an "Authorized Officer") of the Corporation are hereby authorized and empowered, in the name and on behalf of the Corporation, to execute and verify the Petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court (the "Bankruptcy Court") for the District of Delaware at such time or in such other jurisdiction as the Authorized Officer executing the Petition shall determine; and it is further

RESOLVED, that the law firm of Weil, Gotshal & Manges LLP, be, and hereby is, employed as attorneys for the Corporation under a general retainer in this chapter 11 case, subject to the approval of the Bankruptcy Court; and it is further

RESOLVED, that the law firm of Richards, Layton & Finger, P.A., be, and hereby is, employed as local counsel for the Corporation under a general retainer in this chapter 11 case, subject to the approval of the Bankruptcy Court; and it is further

RESOLVED, that the firm of Miller Buckfire & Co., LLC, be, and hereby is, employed to provide financial advisory services for the Corporation, subject to the approval of the Bankruptcy Court; and it is further

RESOLVED, that any Authorized Officer be, and hereby is, authorized and empowered to execute and file all petitions, schedules, motions, lists,

applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that such Authorized Officer deems necessary, proper, or desirable in connection with the Corporation's chapter 11 case, with a view to the successful prosecution of such case; and it is further

RESOLVED, that in connection with the commencement of the chapter 11 case, any Authorized Officer be, and hereby is, authorized and empowered to negotiate the use of cash collateral; and it is further


RESOLVED, that each Authorized Officer, be, and each hereby is, authorized and empowered, in the name and on behalf of the Corporation, as the case may be, to (and any such actions heretofore taken by any of them are hereby ratified, confirmed and approved in all respects): (i) negotiate, enter into, execute, deliver, certify, file, and/or record, and perform such agreements, instruments, assignments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates, or other documents, and to take such other actions, as in the judgment of any such officer shall be or become necessary, proper, and desirable to effectuate a successful reorganization of the Corporation; and (ii) negotiate, execute, deliver and/or file, in the name and on behalf of the Corporation any and all agreements, documents, certificates, consents, filings and applications relating to the resolutions adopted and matters ratified or approved herein and the transactions contemplated thereby, and amendments and supplements to any of the foregoing, and to take such other actions as may be required or as such officers deem appropriate or advisable in connection therewith; and it is further

RESOLVED, that each Authorized Officer be, and each hereby is, authorized and empowered on behalf of and in the name of the Corporation, to execute such consents of the Corporation, as such Authorized Officer considers necessary, proper or desirable to effectuate these resolutions, such determination to be evidenced by such execution or taking of such action; and it is further

RESOLVED, that any and all past actions heretofore taken by any Authorized Officer or the directors of the Corporation in the name and on behalf of the Corporation in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, I have hereunto set my hand this 13th day of November,
2009.

By: 
Name: William S. Creekmuir
Title: Executive Vice President, Chief
Financial Officer, Treasurer &
Assistant Secretary

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

-----X
:
In re : **Chapter 11**
:
SIMMONS BEDDING COMPANY, et al., : **Case No. 09-[_____]**
:
Debtors. : **Joint Administration**
: **Requested**
-----X

**CONSOLIDATED LIST OF CREDITORS
HOLDING 50 LARGEST UNSECURED CLAIMS**

The following is a list of creditors holding the fifty (50) largest unsecured claims against the above-captioned Debtor and certain affiliated entities that have simultaneously commenced chapter 11 cases in this Court (collectively, the “Debtors”).¹ This list has been prepared on a consolidated basis from the books and records of the Debtors. The list reflects amounts from the Debtors’ books and records as of November 12, 2009. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in the Debtors’ chapter 11 cases. This list does not include (1) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 50 largest unsecured claims. The information herein shall not constitute an admission of liability by, nor is it binding on, any Debtor. Moreover, nothing herein shall affect any Debtor’s right to challenge the amount or characterization of any claim at a later date.²

Name of Creditor	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of Claim (trade debt, bank loan, government contract, etc.)	Indicate if Claim is contingent, unliquidated, disputed or subject to set-off	Amount of Claim (if secured also state value of security)
State Street Bank & Trust Company	Paul Desharnais State Street Bank & Trust Company 1776 Heritage Dr. North Quincy, MA 02171 Telephone: (617) 985-2880	Bond Debt		\$106,820,000.00

¹ The Debtors in these chapter 11 cases, along with the last four (4) digits of each Debtor’s federal tax identification number, are: Simmons Company (6221); Bedding Holdco Incorporated (5929); Simmons Bedding Company (5743); The Simmons Manufacturing Co., LLC (0960); Windsor Bedding Co. (8616); World of Sleep Outlets, LLC (0957); Simmons Contract Sales, LLC (2016); Dreamwell, Ltd. (2419); Simmons Capital Management, LLC (2470); and Simmons Export Co. (1370).

² In addition, the amounts reflected for Trade Debt claims include the full amounts that have been invoiced to the Debtors by their trade creditors. Because the Debtors conduct a number of internal reviews to determine if the full amount of a particular invoice should be paid, and many of those reviews have not yet been performed, the full amounts reflected herein may not ultimately be payable by the Debtors.

Name of Creditor	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of Claim (trade debt, bank loan, government contract, etc.)	Indicate if Claim is contingent, unliquidated, disputed or subject to set-off	Amount of Claim (if secured also state value of security)
Goldman Sachs	Vanessa Camardo Goldman Sachs 30 Hudson Street Proxy Department Jersey City, NJ 07302 Telephone: (212) 902-9649	Bond Debt		\$90,595,000.00
Bank of New York Mellon/Trust	Melissa Tarasovich BNY Mellon Asset Servicing 525 William Penn Place, Ste. 0400 Pittsburgh, PA 15259 Telephone: (412)234-2475	Bond Debt		\$45,626,000.00
US Bank, NA	Tim Randall US Bank, NA Attn: Securities Control 1555 N. Rivercenter Dr., Suite 302 Milwaukee, WI 53212 Telephone: (414) 905-5444	Bond Debt		\$31,125,000.00
JP Morgan Chase Bank, NA	Sanjay Ghuliani JP Morgan Chase Bank, NA Paradigm, B Wing, Floor 6 MindSpace, Malad (W) Mumbai 400 064 India Telephone: (469) 477-2140	Bond Debt		\$29,354,000.00
JP Morgan Chase Bank, NA/Clear	Vincent Marzella One Metrotech Center North 4th Floor Brooklyn, NY 11201-3862 Telephone: (347) 643-4625	Bond Debt		\$28,165,000.00
UMB Bank, NA	Jan Guzman UMB Bank, NA 928 Grand Blvd. Kansas City, MO 64106 Telephone: (816) 860-5965	Bond Debt		\$26,492,000.00
Northern Trust	Robert Valentin Northern Trust 801 S. Canal Street C-5S Attn: Capital Structures-C1N Chicago, IL 60607 Telephone: (312) 630-6936	Bond Debt		\$18,530,000.00
Bank of New York	Michael Kania Bank of New York 525 William Penn Place Pittsburgh, PA 15259 Telephone: (412) 236-7827	Bond Debt		\$17,878,000.00
Credit Suisse Securities U.S.A.	Randy Grant 1 Madison Avenue Asset Servicing 2nd Fl New York NY 10010 Telephone: (212) 538-9651	Bond Debt		\$17,330,000.00


Name of Creditor	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of Claim (trade debt, bank loan, government contract, etc.)	Indicate if Claim is contingent, unliquidated, disputed or subject to set-off	Amount of Claim (if secured also state value of security)
Citibank	Sandra Hernandez Citibank 3800 Citibank Center B3-12 Tampa, FL 33610 Telephone: (813) 604-1169	Bond Debt		\$13,730,000.00
Brown Bros.	Dorota Malkiewicz Brown Bros. 525 Washington Blvd. New Port Towers Jersey City, NJ 07302 Telephone: (201) 418-6380	Bond Debt		\$11,385,000.00
UBS Securities LLC	John Malloy 480 Washington Blvd. Jersey City, NJ 07310 Telephone: (201) 793-6649	Bond Debt		\$8,500,000.00
JP Morgan Chase Bank, NA/CTC	Darrin Nelson JP Morgan Chase Bank, NA/CTC 14201 Dallas Parkway Dallas, TX 75254 Telephone: (469) 477-1558	Bond Debt		\$7,144,000.00
Deutsche Bank	Ray Conte 1251 Avenue Of The Americas New York NY 10020 Telephone: (201) 593-6664	Bond Debt		\$4,040,000.00
Leggett & Platt, Inc.	Leggett & Platt, Inc Post Office Box 757 Number 1 Leggett Road Carthage, MO 64836 Telephone: (417) 358-8131	Trade Debt		\$3,793,990.80
Lehman Brothers	Jim Gardiner Reorganization 70 Hudson Jersey City NJ 07302 Telephone: (201) 499-8477	Bond Debt		\$3,645,000.00
Pershing LLC	Al Hernandez Securities Corporation 1 Pershing Plaza Jersey City NJ 07399 Telephone: (201) 413-2446	Bond Debt		\$2,550,000.00
Stifel Financial Corp.	Chris Wiegand Stifel Financial Corp. 501 N. Broadway, 7th Floor Stock Record Dept. St. Louis, MO 63102 Telephone: (314) 342-2270	Bond Debt		\$2,205,000.00
Jefferies & Company, Inc.	Charles Errigo Jefferies & Company, Inc. Harborside Financial Center 34 Exchange Place Plaza III, Suite 705 Jersey City, NJ 07311 Telephone: (201) 761-4009	Bond Debt		\$1,924,000.00

Name of Creditor	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of Claim (trade debt, bank loan, government contract, etc.)	Indicate if Claim is contingent, unliquidated, disputed or subject to set-off	Amount of Claim (if secured also state value of security)
Foamex, L.P.	Foamex, L.P. 1000 Columbia Avenue Linwood, PA 19061 Telephone: (610) 859-3000	Trade Debt		\$1,394,301.49
Wells Fargo Bank, NA	Lacey Peterson Wells Bank, NA 733 Marquette Avenue Mac N9306-057, 5th Floor Minneapolis, MN 55479 Telephone: (612) 316-3447	Bond Debt		\$1,250,000.00
International Mattresses Co, S.A. de C.V.	Sr. Eduardo Espino International Mattresses Co, S.A. de C.V. Blvd. Manuel Avila Camacho 36 Col. Lomas de Chapultepec Torre Esmeralda II Piso 15 C.P.11000, Del. Miguel Hidalgo	Trade Debt	Contingent and/or Disputed	\$1,236,857.00
Future Foam, Inc.	Future Foam, Inc. 1610 Avenue N Council Bluffs, IA 51501 Telephone: (712) 323-9122	Trade Debt		\$1,083,855.95
Davis Wire	Davis Wire 5555 Irwindale Avenue Irwindale, CA 91706 Telephone: (626) 969-7651	Trade Debt		\$579,454.21
Hanes Converting, Co.	Hanes Converting, Co. 500 N. McLin Creek Road, Box 457 Conover, NC 28613 Telephone: (800) 438-9124	Trade Debt		\$574,889.01
Louisville Bedding Company	Louisville Bedding Company 10400 Bunsen Way Louisville, KY 40299 Telephone: (502) 491-3370	Trade Debt		\$530,988.21
Vita Nonwovens	Vita Nonwovens British Vita Group Sarl Goldbell Center 5 rue Eugene Ruppert L-1882 Luxemburg	Trade Debt		\$371,407.83
Global Textile Alliance, Inc.	Global Textile Alliance, Inc. 5275 National Center Drive Colfax, NC 27235 Telephone: (336) 217-1300	Trade Debt		\$356,909.37
DuPont Company	DuPont Company P. O. Box 905552 Charlotte, NC 28290-5552 Telephone: (888) 553-0212	Trade Debt		\$343,374.17
Barrettewood USA, Inc.	Barrettewood USA, Inc. 7830 Freeway Circle Middleburg Heights, OH 44130 Telephone: (417) 865-3563	Trade Debt		\$327,534.21

Name of Creditor	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of Claim (trade debt, bank loan, government contract, etc.)	Indicate if Claim is contingent, unliquidated, disputed or subject to set-off	Amount of Claim (if secured also state value of security)
Polymer Group, Inc.	Polymer Group, Inc. 9335 Harris Corners Parkway Suite 300 Charlotte, NC 28269 Telephone: (704) 697-5100	Trade Debt		\$321,813.21
MSC/Retail	John Stahlman MSC/Retail Harborside Financial Center Plaza 3, 4th Floor Jersey City, NJ 07311 Telephone: (201) 395-6966	Bond Debt		\$297,000.00
Bekaert Textiles – USA, Inc.	Bekaert Textiles – USA, Inc. 240 Business Park Drive Winston-Salem, NC 27107 Telephone: (336) 747-4900	Trade Debt		\$287,795.12
Ashley Furniture Industries, Inc.	Ashley Furniture Industries, Inc. 1 Ashley Way Arcadia, WI 54612 Telephone: (608) 323-3377	Trade Debt	Subject to Set-off	\$279,608.00
Flexible Foam Products, Inc.	Flexible Foam Products, Inc. 200 E. North Street Spencerville, OH 45887 Telephone: (419) 647-4172	Trade Debt		\$277,992.08
CULP, Inc.	CULP, Inc. 1823 Eastchester Drive High Point, NC 27265 Telephone: (336) 889-5161	Trade Debt		\$247,430.20
Creative Vinyl/Fabrics Inc.	Creative Vinyl/Fabrics Inc. 277 Fairfield Rd. Suite 212 Fairfield, NJ 07004 Telephone: (973) 882-3737	Trade Debt		\$225,248.41
FFKR Architects Inc.	P.O. Box 510324 Salt Lake City, UT 84141 Telephone: (801) 521-6186	Trade Debt		\$190,920.00
Latex International	Latex International 510 River Road Shelton, CT 06484 Telephone: (203) 924-0700	Trade Debt		\$186,054.29
Mid South Extrusion, Inc.	Mid South Extrusion, Inc. 2015 Jackson Street Monroe, LA 71202 Telephone: (318) 322-7239	Trade Debt		\$172,262.88
IWF KKH LLC dba King Kamehameh	c/o Stroud Group 9130 Red Branch Road Suite S Columbia, MD 21045 Telephone: (410) 964-2222	Trade Debt		\$165,731.24
Stanley Bostich Fastening System	The Stanley Works 1000 Stanley Drive New Britain, CT 06053 Telephone: (860) 225-5111	Trade Debt		\$156,455.85

Name of Creditor	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of Claim (trade debt, bank loan, government contract, etc.)	Indicate if Claim is contingent, unliquidated, disputed or subject to set-off	Amount of Claim (if secured also state value of security)
Grand Casino Tunica	13615 Old Highway 61 North Robinsonville, MS 38664 Telephone: (800) 946-4946	Trade Debt		\$156,315.00
AEP – Industries, Inc.	AEP – Industries, Inc. P.O. Box 8500-50590 Philadelphia, PA 19178-0001 Telephone: (201) 641-6600	Trade Debt		\$134,634.93
CIG LBV LLC c/o Carroll Adams	805 E Robinson Street Suite 410 Windermere, FL 34786 Telephone: (407) 246-7770	Trade Debt		\$126,600.00
Blumenthal Print Works	P.O. Box 13395 New Orleans, LA 70185-3395 Telephone: (800) 535-8590	Trade Debt		\$117,988.27
Deslee Textiles USA	Deslee Textiles USA 1880 Campton Rd. Inman, SC 29349 Telephone: (864) 472-2180	Trade Debt		\$115,134.44
Tietex International Ltd.	Tietex International Ltd. 3010 N. Blackstock Road Spartanburg, SC 29301 Telephone: (864) 574-0500	Trade Debt		\$114,579.92
GS International	Vanessa Camardo GS International 30 Hudson Street Proxy Department Jersey City, NJ 07302 Telephone: (212) 902-9649	Bond Debt		\$113,000.00

Dated: November 16, 2009


 By: William S. Creekmuir
 Title: Executive Vice President, Chief
 Financial Officer, Treasurer and
 Assistant Secretary


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

-----X	
In re	: Chapter 11
SIMMONS BEDDING COMPANY, <i>et al.</i> ,	: Case No. 09-[_____]
Debtors.	: Joint Administration
	: Requested
-----X	

**DECLARATION CONCERNING LIST OF
CREDITORS HOLDING 50 LARGEST UNSECURED CLAIMS**

I, the undersigned authorized officer of Simmons Bedding Company, named as the debtor in this case (the "Debtor"), declare under penalty of perjury that I have read the foregoing Consolidated List of Creditors Holding 50 Largest Unsecured Claims against the Debtor and certain affiliated entities that have simultaneously commenced chapter 11 cases in this Court and that the list is true and correct to the best of my information and belief, with reliance on appropriate corporate officers.

Dated: November 16, 2009



By: William S. Creekmuir
Title: Executive Vice President, Chief
Financial Officer, Treasurer &
Assistant Secretary

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

-----X	
	:
In re	: Chapter 11
	:
SIMMONS BEDDING COMPANY, <i>et al.</i>,	: Case No. 09-[_____]
	:
Debtors.	: Joint Administration
	: Requested
-----X	

CREDITOR MATRIX

The debtor and its debtor affiliates (collectively, the “Debtors”) each filed a petition in this court on November 16, 2009 for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of the petitions, the Debtors filed a single consolidated list of creditors (the “Creditor Matrix”) in lieu of separate lists. The Creditor Matrix was submitted to the Court electronically in the case commenced by Simmons Bedding Company.


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

-----X	
In re	: Chapter 11
SIMMONS BEDDING COMPANY, <i>et al.</i> ,	: Case No. 09-[_____]
Debtors.	: Joint Administration
	: Requested
-----X	

DECLARATION CONCERNING CREDITOR MATRIX

I, the undersigned authorized officer of Simmons Bedding Company, named as the debtor in this case, declare under penalty of perjury that I have reviewed the consolidated Creditor Matrix of Simmons Company; Bedding Holdco Incorporated; Simmons Bedding Company; The Simmons Manufacturing Co., LLC; Windsor Bedding Co.; World of Sleep Outlets, LLC; Simmons Contract Sales, LLC; Dreamwell, Ltd.; Simmons Capital Management, LLC and Simmons Export Co. submitted herewith and that the list is true and correct to the best of my information and belief, with reliance on appropriate corporate officers.

Dated: November 16, 2009



By: William S. Creekmuir
Title: Executive Vice President, Chief
Financial Officer, Treasurer &
Assistant Secretary

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

-----X
In re : Chapter 11
SIMMONS BEDDING COMPANY, *et al.*, : Case No. 09-[_____]
 :
 Debtors. : Joint Administration
 : Requested
-----X

**LIST OF EQUITY SECURITY HOLDERS PURSUANT TO
RULE 1007(a)(3) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Name and Last Known Address of Equity Interest Holder	Kind of Interest	Number of Interests Held
Bedding Holdco Incorporated One Concourse Parkway, Suite 800 Atlanta, Georgia 30328	Common Stock, par value \$.01	100%

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

-----X	
	:
In re	: Chapter 11
	:
SIMMONS BEDDING COMPANY, <i>et al.</i> ,	: Case No. 09-[_____]
	:
Debtors.	: Joint Administration
	: Requested
-----X	

DECLARATION UNDER PENALTY OF PERJURY

I, the undersigned authorized officer of Simmons Bedding Company, named as the debtor in this case, declare under penalty of perjury that I have reviewed the "List of Equity Security Holders" and that it is true and correct to the best of my knowledge, information and belief, with reliance on appropriate corporate officers.

Dated: November 16, 2009

SIMMONS BEDDING COMPANY



By: William S. Creekmuir
Title: Executive Vice President, Chief Financial
Officer, Treasurer & Assistant Secretary

SIGNATURE PAGE FOR THE LIST OF EQUITY SECURITY HOLDERS