

Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF ILLINOIS

Case number (if known) Chapter 11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

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 case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name	Mattress Overstock, Inc.	
2. All other names debtor used in the last 8 years Include any assumed names, trade names and doing business as names		
3. Debtor's federal Employer Identification Number (EIN)	20-3022010	
4. Debtor's address	Principal place of business 13794 W. Waddell Rd., Ste. 203 Surprise, AZ 85379 Number, Street, City, State & ZIP Code Maricopa County	Mailing address, if different from principal place of business P.O. Box, Number, Street, City, State & ZIP Code Location of principal assets, if different from principal place of business 4310 Dowlen Rd. Beaumont, TX 77706 Number, Street, City, State & ZIP Code
5. Debtor's website (URL)		
6. Type of debtor	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify:	

Debtor **Mattress Overstock, Inc.**  
Name 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>.

**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.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

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

☐ No

☒ Yes.

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

Debtor	<b>J. Becker Management, Inc.</b>	Relationship	<b>owner</b>
District	_____	When	_____
		Case number, if known	_____

Debtor **Mattress Overstock, 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 name

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 to unsecured creditors.

**14. Estimated number of creditors**

☒ 1-49

☐ 50-99

☐ 100-199

☐ 200-999

☐ 1,000-5,000

☐ 5001-10,000

☐ 10,001-25,000

☐ 25,001-50,000

☐ 50,001-100,000

☐ More than 100,000

**15. Estimated Assets**

☒ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$1,000,001 - \$10 million

☐ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

**16. Estimated liabilities**

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☒ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$1,000,001 - \$10 million

☐ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

Debtor **Mattress Overstock, Inc.**  
Name

Case number (if known)

**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 **November 16, 2018**  
MM / DD / YYYY

**X /s/ James Becker**

Signature of authorized representative of debtor

**James Becker**

Printed name

Title **President**

**18. Signature of attorney**

**X /s/ Richard N. Golding**

Signature of attorney for debtor

Date **November 16, 2018**

MM / DD / YYYY

**Richard N. Golding 0992100**

Printed name

**The Golding Law Offices, P.C.**

Firm name

**500 North Dearborn Street  
Second Floor  
Chicago, IL 60654**

Number, Street, City, State & ZIP Code

Contact phone **(312) 832-7885**

Email address **RGOLDING@GOLDINGLAW.NET**

**0992100 IL**

Bar number and State

**Fill in this information to identify the case:**

Debtor name Mattress Overstock, Inc.

United States Bankruptcy Court for the: NORTHERN DISTRICT OF ILLINOIS

Case number (if known) \_\_\_\_\_

☐ Check if this is an amended filing

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 20 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 November 16, 2018

X /s/ James Becker

Signature of individual signing on behalf of debtor

James Becker

Printed name

President

Position or relationship to debtor

**Fill in this information to identify the case:**

Debtor name **Mattress Overstock, Inc.**  
 United States Bankruptcy Court for the: **NORTHERN DISTRICT OF ILLINOIS**  
 Case number (if known): \_\_\_\_\_

☐ Check if this is an amended filing

**Official Form 204**

**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 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 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of 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
GCCISD Tax Services PO Box 2805 4544 I-10 East Baytown, TX 77521		property tax Baytown				\$857.14
Inland National Real Estate Services 62903 COLLECTION CENTER DRIVE BLDG. #75036 Chicago, IL 60693-0629			Contingent			\$0.00
Jasper Crossroads Partnership LP PO Box 1390 Beaumont, TX 77704		lease of real estate				\$9,180.00
Jefferson County Tax Assessor-Colle PO Box 2112 Beaumont, TX 77704		property tax Beaumont				\$1,964.95
JP Morgan Chase Legal Dept. 313 S. Dearborn St., 5th Flr. Chicago, IL 60603		line of credit				\$56,914.87
Mission Shore Mgmt., LLC PMB 126, 2368A Rice Blvd. Galveston, TX 77551						\$0.00
MIX GULLY 1800 WEST LOOP SOUTH STE.1850 Houston, TX 77027		Port Arthur landlord	Contingent			\$8,366.50
Texas Comptroller of Public Account 111 East 17th Street Austin, TX 78774		Sales Taxes				Unknown

Debtor **Mattress Overstock, 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 claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of 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
TEXAS COMPTROLLER OF PUBLIC ACCOUNT PO BOX 149359 AUSTIN, TX 78714-9359		Sales Taxes				\$23,092.35
Willowcreek Baytown Venture c/o The Brienwolf Corp 11999 Katy Freeway Ste. 250 Houston, TX 77079		lease of real estate				\$0.00

**Fill in this information to identify the case:**

Debtor name **Mattress Overstock, Inc.**

United States Bankruptcy Court for the: **NORTHERN DISTRICT OF ILLINOIS**

Case number (if known) \_\_\_\_\_

☐ Check if this is an amended filing

**Official Form 206Sum**  
**Summary of Assets and Liabilities for Non-Individuals**

12/15

**Part 1: Summary of Assets**

**1. Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)

<b>1a. Real property:</b>	
Copy line 88 from <i>Schedule A/B</i> .....	\$ <b>0.00</b>
<b>1b. Total personal property:</b>	
Copy line 91A from <i>Schedule A/B</i> .....	\$ <b>34,796.81</b>
<b>1c. Total of all property:</b>	
Copy line 92 from <i>Schedule A/B</i> .....	\$ <b>34,796.81</b>

**Part 2: Summary of Liabilities**

<b>2. Schedule D: Creditors Who Have Claims Secured by Property</b> (Official Form 206D)	
Copy the total dollar amount listed in Column A, <i>Amount of claim</i> , from line 3 of <i>Schedule D</i> .....	\$ <b>0.00</b>
<b>3. Schedule E/F: Creditors Who Have Unsecured Claims</b> (Official Form 206E/F)	
<b>3a. Total claim amounts of priority unsecured claims:</b>	
Copy the total claims from Part 1 from line 5a of <i>Schedule E/F</i> .....	\$ <b>25,914.44</b>
<b>3b. Total amount of claims of nonpriority amount of unsecured claims:</b>	
Copy the total of the amount of claims from Part 2 from line 5b of <i>Schedule E/F</i> .....	+\$ <b>97,553.72</b>
<b>4. Total liabilities</b> .....	
Lines 2 + 3a + 3b	\$ <b>123,468.16</b>



**Fill in this information to identify the case:**

Debtor name **Mattress Overstock, Inc.**

United States Bankruptcy Court for the: **NORTHERN DISTRICT OF ILLINOIS**

Case number (if known) \_\_\_\_\_

☐ Check if this is an amended filing

## Official Form 206A/B Schedule A/B: Assets - Real and Personal Property

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

**Part 1: Cash and cash equivalents**

**1. Does the debtor have any cash or cash equivalents?**

- ☐ No. Go to Part 2.  
☒ Yes Fill in the information below.

**All cash or cash equivalents owned or controlled by the debtor**

**Current value of debtor's interest**

**3. Checking, savings, money market, or financial brokerage accounts (Identify all)**  
 Name of institution (bank or brokerage firm) Type of account Last 4 digits of account number

3.1. **Chase (deposit account swept regularly by J Becker Mgmt.)**

**Checking**

**0130**

**\$0.00**

**4. Other cash equivalents (Identify all)**

**5. Total of Part 1.**

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

**\$0.00**

**Part 2: Deposits and Prepayments**

**6. Does the debtor have any deposits or prepayments?**

- ☐ No. Go to Part 3.  
☒ Yes Fill in the information below.

**7. Deposits, including security deposits and utility deposits**  
 Description, including name of holder of deposit

7.1. **Security deposit held by landlord Jaspar Crossroads for Beaumont location (Store #1)(paid by J Becker Mgmt)**

**\$3,000.00**

7.2. **Security deposit held by landlord Jaspar Crossroads for Baytown location (Store #21)(paid by J Becker Mgmt)**

**\$7,645.05**

7.3. **Security deposit held by landlord Jaspar Crossroads for closed La Marque location (Store #12)(paid by J Becker Mgmt)**

**\$4,993.33**

Debtor **Mattress Overstock, Inc.** Case number (If known) \_\_\_\_\_  
Name

7.4. **Security deposit held by landlord Jaspar Crossroads for closed Pearland location (Store #22)(paid by J Becker Mgmt)** **\$7,171.34**

7.5. **Security deposit held by landlord Jaspar Crossroads for Cypresswood location (Store #23)(paid by J Becker Mgmt)** **\$6,045.42**

7.6. **Security deposit held by landlord Jaspar Crossroads for Port Arthur location (Store #7)(paid by J Becker Mgmt)** **\$5,941.67**

8. **Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent**  
Description, including name of holder of prepayment

9. **Total of Part 2.**

Add lines 7 through 8. Copy the total to line 81.

**\$34,796.81**

**Part 3: Accounts receivable**

10. Does the debtor have any accounts receivable?

- ☒ No. Go to Part 4.  
☐ Yes Fill in the information below.

**Part 4: Investments**

13. Does the debtor own any investments?

- ☒ No. Go to Part 5.  
☐ Yes Fill in the information below.

**Part 5: Inventory, excluding agriculture assets**

18. Does the debtor own any inventory (excluding agriculture assets)?

- ☐ No. Go to Part 6.  
☒ Yes Fill in the information below.

	General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19.	Raw materials				
20.	Work in progress				
21.	Finished goods, including goods held for resale				
22.	Other inventory or supplies all inventory held for sale at Downlen Rd premises is property of J Becker Mgmt. Inc.		\$0.00		\$0.00

23. **Total of Part 5.**

Add lines 19 through 22. Copy the total to line 84.

**\$0.00**

Debtor **Mattress Overstock, Inc.** Case number (If known) \_\_\_\_\_  
Name

24. Is any of the property listed in Part 5 perishable?

- ☒ No  
☐ Yes

25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?

- ☒ No  
☐ Yes. Book value \_\_\_\_\_ Valuation method \_\_\_\_\_ Current Value \_\_\_\_\_

26. Has any of the property listed in Part 5 been appraised by a professional within the last year?

- ☒ No  
☐ Yes

**Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)**

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- ☒ No. Go to Part 7.  
☐ Yes Fill in the information below.

**Part 7: Office furniture, fixtures, and equipment; and collectibles**

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- ☐ No. Go to Part 8.  
☒ Yes Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. Office furniture			
40. Office fixtures			
41. Office equipment, including all computer equipment and communication systems equipment and software Office equipment located at Dowlen Rd, Beaumont TX property of J Becker Mgmt.	\$0.00		\$0.00

42. **Collectibles** Examples: Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles

43. Total of Part 7.

Add lines 39 through 42. Copy the total to line 86.

\$0.00

44. Is a depreciation schedule available for any of the property listed in Part 7?

- ☒ No  
☐ Yes

45. Has any of the property listed in Part 7 been appraised by a professional within the last year?

- ☒ No  
☐ Yes

**Part 8: Machinery, equipment, and vehicles**

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- ☒ No. Go to Part 9.  
☐ Yes Fill in the information below.

**Part 9: Real property**

Official Form 206A/B

Schedule A/B Assets - Real and Personal Property

page 3

Debtor **Mattress Overstock, Inc.** Case number (If known) \_\_\_\_\_  
Name

54. Does the debtor own or lease any real property?

- ☒ No. Go to Part 10.  
☐ Yes Fill in the information below.

**Part 10: Intangibles and intellectual property**

59. Does the debtor have any interests in intangibles or intellectual property?

- ☐ No. Go to Part 11.  
☒ Yes Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets			
61. Internet domain names and websites			
62. Licenses, franchises, and royalties			
63. Customer lists, mailing lists, or other compilations Info in POS software. 10 years of customer info.	\$0.00		Unknown

64. Other intangibles, or intellectual property

65. Goodwill

66. Total of Part 10.

Add lines 60 through 65. Copy the total to line 89.

\$0.00

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107?

- ☒ No  
☐ Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- ☒ No  
☐ Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- ☒ No  
☐ Yes

**Part 11: All other assets**

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☒ No. Go to Part 12.  
☐ Yes Fill in the information below.

Debtor Mattress Overstock, Inc. Case number (If known) \_\_\_\_\_  
Name

**Part 12: Summary**

In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. <b>Cash, cash equivalents, and financial assets.</b> <i>Copy line 5, Part 1</i>	<b>\$0.00</b>	
81. <b>Deposits and prepayments.</b> <i>Copy line 9, Part 2.</i>	<b>\$34,796.81</b>	
82. <b>Accounts receivable.</b> <i>Copy line 12, Part 3.</i>	<b>\$0.00</b>	
83. <b>Investments.</b> <i>Copy line 17, Part 4.</i>	<b>\$0.00</b>	
84. <b>Inventory.</b> <i>Copy line 23, Part 5.</i>	<b>\$0.00</b>	
85. <b>Farming and fishing-related assets.</b> <i>Copy line 33, Part 6.</i>	<b>\$0.00</b>	
86. <b>Office furniture, fixtures, and equipment; and collectibles.</b> <i>Copy line 43, Part 7.</i>	<b>\$0.00</b>	
87. <b>Machinery, equipment, and vehicles.</b> <i>Copy line 51, Part 8.</i>	<b>\$0.00</b>	
88. <b>Real property.</b> <i>Copy line 56, Part 9.....&gt;</i>		<b>\$0.00</b>
89. <b>Intangibles and intellectual property.</b> <i>Copy line 66, Part 10.</i>	<b>\$0.00</b>	
90. <b>All other assets.</b> <i>Copy line 78, Part 11.</i>	<b>\$0.00</b>	
91. <b>Total.</b> Add lines 80 through 90 for each column	<b>\$34,796.81</b>	<b>\$0.00</b>
92. <b>Total of all property on Schedule A/B.</b> Add lines 91a+91b=92		<b>\$34,796.81</b>

**Fill in this information to identify the case:**

Debtor name **Mattress Overstock, Inc.**

United States Bankruptcy Court for the: **NORTHERN DISTRICT OF ILLINOIS**

Case number (if known) \_\_\_\_\_

☐ Check if this is an amended filing

**Official Form 206D**

**Schedule D: Creditors Who Have Claims Secured by Property**

**12/15**

**Be as complete and accurate as possible.**

**1. Do any creditors have claims secured by debtor's property?**

- ☒ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☐ Yes. Fill in all of the information below.

**Fill in this information to identify the case:**

Debtor name **Mattress Overstock, Inc.**

United States Bankruptcy Court for the: **NORTHERN DISTRICT OF ILLINOIS**

Case number (if known) \_\_\_\_\_

☐ Check if this is an amended filing

**Official Form 206E/F**

**Schedule E/F: Creditors Who Have Unsecured Claims**

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

**Part 1: List All Creditors with PRIORITY Unsecured Claims**

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

☐ No. Go to Part 2.

☒ Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

			Total claim	Priority amount
2.1	<p>Priority creditor's name and mailing address</p> <p><b>GCCISD Tax Services</b>  <b>PO Box 2805 4544 I-10 East</b>  <b>Baytown, TX 77521</b></p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number _____</p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)</p>	<p>As of the petition filing date, the claim is:</p> <p><i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent</p> <p><input type="checkbox"/> Unliquidated</p> <p><input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p><b>property tax Baytown</b></p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes</p>	<b>\$857.14</b>	<b>\$857.14</b>
2.2	<p>Priority creditor's name and mailing address</p> <p><b>Jefferson County Tax Assessor-Colle</b>  <b>PO Box 2112</b>  <b>Beaumont, TX 77704</b></p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number <b>0000</b></p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)</p>	<p>As of the petition filing date, the claim is:</p> <p><i>Check all that apply.</i></p> <p><input type="checkbox"/> Contingent</p> <p><input type="checkbox"/> Unliquidated</p> <p><input type="checkbox"/> Disputed</p> <p>Basis for the claim:</p> <p><b>property tax Beaumont</b></p> <p>Is the claim subject to offset?</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes</p>	<b>\$1,964.95</b>	<b>\$1,964.95</b>

Debtor	<b>Mattress Overstock, Inc.</b>		Case number (if known)
	Name		

  

2.3	Priority creditor's name and mailing address <b>Texas Comptroller of Public Account</b> <b>111 East 17th Street</b> <b>Austin, TX 78774</b>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	<b>\$23,092.35</b>	<b>Unknown</b>
Date or dates debt was incurred _____		Basis for the claim: <b>Sales Taxes</b>		
Last 4 digits of account number <b>0102</b>		Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		
Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)				

**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

			Amount of claim
3.1	Nonpriority creditor's name and mailing address <b>Inland National Real Estate Services</b> <b>62903 COLLECTION CENTER DRIVE</b> <b>BLDG. #75036</b> <b>Chicago, IL 60693-0629</b>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	<b>Unknown</b>
Date(s) debt was incurred _____		Basis for the claim: _____	
Last 4 digits of account number _____		Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.2	Nonpriority creditor's name and mailing address <b>Jasper Crossroads Partnership LP</b> <b>PO Box 1390</b> <b>Beaumont, TX 77704</b>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	<b>\$9,180.00</b>
Date(s) debt was incurred _____		Basis for the claim: <b>lease of real estate</b>	
Last 4 digits of account number _____		Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.3	Nonpriority creditor's name and mailing address <b>JP Morgan Chase</b> <b>Legal Dept.</b> <b>313 S. Dearborn St., 5th Flr.</b> <b>Chicago, IL 60603</b>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	<b>\$56,914.87</b>
Date(s) debt was incurred _____		Basis for the claim: <b>line of credit</b>	
Last 4 digits of account number <b>5800</b>		Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.4	Nonpriority creditor's name and mailing address <b>Mission Shore Mgmt., LLC</b> <b>PMB 126, 2368A Rice Blvd.</b> <b>Galveston, TX 77551</b>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	<b>Unknown</b>
Date(s) debt was incurred _____		Basis for the claim: _____	
Last 4 digits of account number _____		Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.5	Nonpriority creditor's name and mailing address <b>MIX GULLY</b> <b>1800 WEST LOOP SOUTH STE.1850</b> <b>Houston, TX 77027</b>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	<b>\$8,366.50</b>
Date(s) debt was incurred _____		Basis for the claim: <b>Port Arthur landlord</b>	
Last 4 digits of account number _____		Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	



Debtor **Mattress Overstock, Inc.** Case number (if known) \_\_\_\_\_  
Name

3.6 Nonpriority creditor's name and mailing address **TEXAS COMPTROLLER OF PUBLIC ACCOUNT  
PO BOX 149359  
AUSTIN, TX 78714-9359** As of the petition filing date, the claim is: *Check all that apply.* **\$23,092.35**  
☐ Contingent  
☐ Unliquidated  
☐ Disputed  
Date(s) debt was incurred \_\_\_\_\_  
Basis for the claim: **Sales Taxes**  
Last 4 digits of account number **0102** Is the claim subject to offset? ☒ No ☐ Yes

3.7 Nonpriority creditor's name and mailing address **Willowcreek Baytown Venture  
c/o The Brienwolf Corp  
11999 Katy Freeway Ste. 250  
Houston, TX 77079** As of the petition filing date, the claim is: *Check all that apply.* **Unknown**  
☐ Contingent  
☐ Unliquidated  
☐ Disputed  
Date(s) debt was incurred \_\_\_\_\_  
Basis for the claim: **lease of real estate**  
Last 4 digits of account number \_\_\_\_\_ Is the claim subject to offset? ☒ No ☐ Yes

**Part 3: List Others to Be Notified About Unsecured Claims**

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

	Name and mailing address	On which line in Part 1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
4.1	<b>Daniel Craddock Craddock Massey LLP 1250 Capital of TX Hwy So. B1 Ste 4 Austin, TX 78746</b>	Line <b>3.5</b> <input type="checkbox"/> Not listed. Explain _____	—
4.2	<b>Mark A Flaum &amp; Assoc. 2003 Greens Blvd. Richmond, TX 77406</b>	Line <b>3.4</b> <input type="checkbox"/> Not listed. Explain _____	—
4.3	<b>Shayna Davis TCPA - Houston SE Enforcement Office 2222 Bay Area Blvd., Ste. 108 Houston, TX 77058-2071</b>	Line <b>3.6</b> <input type="checkbox"/> Not listed. Explain _____	—

**Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims**

5. Add the amounts of priority and nonpriority unsecured claims.

	Total of claim amounts
5a. Total claims from Part 1	\$ <b>25,914.44</b>
5b. Total claims from Part 2	\$ <b>97,553.72</b>
5c. Total of Parts 1 and 2 Lines 5a + 5b = 5c.	\$ <b>123,468.16</b>

Fill in this information to identify the case:

Debtor name **Mattress Overstock, Inc.**

United States Bankruptcy Court for the: **NORTHERN DISTRICT OF ILLINOIS**

Case number (if known) \_\_\_\_\_

☐ Check if this is an amended filing

Official Form 206G

**Schedule G: Executory Contracts and Unexpired Leases**

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

☐ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.

☒ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal* (Official Form 206A/B).

Property

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1. State what the contract or lease is for and the nature of the debtor's interest  
**Commercial real property lease of 2600 FM 1764 Ste. 180, La Marque, TX 77568**

State the term remaining \_\_\_\_\_

List the contract number of any government contract \_\_\_\_\_

**Bay Park Venture I, Ltd.  
712 Main St., 29th Flr.  
Houston, TX 77002**

2.2. State what the contract or lease is for and the nature of the debtor's interest  
**Mattress Overstock #5, Inc. location (Store #23 - Cypresswood, TX)**

State the term remaining **5 years**

List the contract number of any government contract \_\_\_\_\_

**Cypresswood Associates LLC  
c/o Samco Properties Inc.  
455 Fairway Drive, Ste. 301  
Deerfield Beach, FL 33441**

2.3. State what the contract or lease is for and the nature of the debtor's interest  
**Mattress Overstock #7 Inc. location (Store #19 - Hot Springs, AK)**

State the term remaining **3 years**

List the contract number of any government contract \_\_\_\_\_

**Inland National Real Estate Services  
62903 COLLECTION CENTER DRIVE  
BLDG. #75036  
Chicago, IL 60693-0629**

2.4. State what the contract or lease is for and the nature of the debtor's interest  
**Commercial real property lease of 4310 Dowlen Road, Beaumont, TX 77706**

State the term remaining \_\_\_\_\_

List the contract number of any government contract \_\_\_\_\_

**Jasper Crossroads Partnership LP  
PO Box 1390  
Beaumont, TX 77704**

Debtor 1 **Mattress Overstock, Inc.**

First Name

Middle Name

Last Name

Case number (if known)

**Additional Page if You Have More Contracts or Leases****2. List all contracts and unexpired leases**

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.5. State what the contract or lease is for and the nature of the debtor's interest **Mattress Overstock #5, Inc. location (Store #22 - Pearland, TX)**

State the term remaining **4 years**

List the contract number of any government contract \_\_\_\_\_

**Mission Shore Mgmt., LLC  
PMB 126, 2368A Rice Blvd.  
Galveston, TX 77551**

2.6. State what the contract or lease is for and the nature of the debtor's interest **Mattress Overstock #7 Inc. location (Store #7 - Port Arthur, TX)**

State the term remaining **2 years**

List the contract number of any government contract \_\_\_\_\_

**MIX GULLY  
1800 WEST LOOP SOUTH STE.1850  
Houston, TX 77027**

2.7. State what the contract or lease is for and the nature of the debtor's interest **Mattress Overstock #2 Inc. location (Store #2 - Lake Jackson TX)**

State the term remaining **4 years**

List the contract number of any government contract \_\_\_\_\_

**SRP Four Corners Investors LP  
c/o Westco Property Mgmt.  
365 Sawdust Road  
Spring, TX 77380**

2.8. State what the contract or lease is for and the nature of the debtor's interest **Commercial real property lease of 4539 Garth Road, Ste. 210, Baytown, TX 77521 Monthly rent \$7,645.05 Expires 4/30/2019**

State the term remaining

List the contract number of any government contract \_\_\_\_\_

**Willowcreek Baytown Venture  
c/o The Brienwolf Corp  
11999 Katy Freeway Ste. 250  
Houston, TX 77079**

**Fill in this information to identify the case:**

Debtor name **Mattress Overstock, Inc.**

United States Bankruptcy Court for the: **NORTHERN DISTRICT OF ILLINOIS**

Case number (if known) \_\_\_\_\_

☐ Check if this is an amended filing

## Official Form 206H Schedule H: Your Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

**1. Do you have any codebtors?**

☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.

☒ Yes

**2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.**

*Column 1: Codebtor*

*Column 2: Creditor*

**Name**

**Mailing Address**

**Name**

*Check all schedules that apply:*

2.1	<b>J. Becker Management, Inc.</b>	<b>13794 W. Waddell Rd., Ste. 203 Surprise, AZ 85379</b>	<b>MIX GULLY</b>	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.5</u> <input type="checkbox"/> G _____
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2.2	<b>J. Becker Management, Inc.</b>	<b>13794 W. Waddell Rd., Ste. 203 Surprise, AZ 85379</b>	<b>TEXAS COMPTROLLER OF PUBLIC ACCOUNT</b>	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.6</u> <input type="checkbox"/> G _____
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2.3	<b>J. Becker Management, Inc.</b>	<b>13794 W. Waddell Rd., Ste. 203 Surprise, AZ 85379</b>	<b>GCCISD Tax Services</b>	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>2.1</u> <input type="checkbox"/> G _____
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2.4	<b>J. Becker Management, Inc.</b>	<b>13794 W. Waddell Rd., Ste. 203 Surprise, AZ 85379</b>	<b>Jefferson County Tax Assessor-Colle</b>	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>2.2</u> <input type="checkbox"/> G _____
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2.5	<b>James Becker</b>	<b>personal guarantee of lease</b>	<b>Jasper Crossroads Partnership LP</b>	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.2</u> <input type="checkbox"/> G _____
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Debtor Mattress Overstock, Inc. Case number (if known) \_\_\_\_\_

**Additional Page to List More Codebtors**

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor

Column 2: Creditor

2.6	<b>James Becker</b>	<b>Willowcreek Baytown Venture</b>	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.7</u> <input type="checkbox"/> G _____
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2.7	<b>Mattress Overstock #7, Inc.</b>	<b>13794 W. Waddell Rd., Ste. 203 Surprise, AZ 85379</b>	<b>MIX GULLY</b>	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.5</u> <input type="checkbox"/> G _____
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2.8	<b>James Becker</b>	<b>SRP Four Corners Investors LP</b>	<input type="checkbox"/> D _____ <input type="checkbox"/> E/F _____ <input checked="" type="checkbox"/> G <u>2.7</u>
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**Fill in this information to identify the case:**

Debtor name Mattress Overstock, Inc.

United States Bankruptcy Court for the: NORTHERN DISTRICT OF ILLINOIS

Case number (if known) \_\_\_\_\_

☐ Check if this is an amended filing

**Official Form 207**

**Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**

04/16

The debtor must answer every question. 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 case number (if known).

**Part 1: Income**

**1. Gross revenue from business**

☐ None.

**Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year**

**Sources of revenue**  
Check all that apply

**Gross revenue**  
(before deductions and exclusions)

**From the beginning of the fiscal year to filing date:**  
From 1/01/2018 to **Filing Date**

☒ Operating a business  
☐ Other \_\_\_\_\_

\$479,366.00

**For prior year:**  
From 1/01/2017 to 12/31/2017

☒ Operating a business  
☐ Other \_\_\_\_\_

\$588,234.00

**For year before that:**  
From 1/01/2016 to 12/31/2016

☒ Operating a business  
☐ Other \_\_\_\_\_

\$510,813.00

**2. Non-business revenue**

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None.

**Description of sources of revenue**

**Gross revenue from each source**  
(before deductions and exclusions)

**Part 2: List Certain Transfers Made Before Filing for Bankruptcy**

**3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers--including expense reimbursements--to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☒ None.

**Creditor's Name and Address**

**Dates**

**Total amount of value**

**Reasons for payment or transfer**  
*Check all that apply*

**4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider**

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed

Debtor **Mattress Overstock, Inc.**

Case number (if known)

or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None.

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
4.1. <b>J. Becker Management, Inc.</b> <b>13794 W. Waddell Rd., Ste. 203</b> <b>Surprise, AZ 85379</b> <b>parent corporation</b>	<b>ongoing</b>	<b>Unknown</b>	<b>regular sweeps of collection account by parent corp which owns the inventory and employs the sales people</b>

#### 5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

Creditor's name and address	Describe of the Property	Date	Value of property
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#### 6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
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### Part 3: Legal Actions or Assignments

#### 7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☒ None.

Case title Case number	Nature of case	Court or agency's name and address	Status of case
---------------------------	----------------	------------------------------------	----------------

#### 8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None

### Part 4: Certain Gifts and Charitable Contributions

#### 9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000

☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
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### Part 5: Certain Losses

#### 10. All losses from fire, theft, or other casualty within 1 year before filing this case.

☒ None

Debtor **Mattress Overstock, Inc.**

Case number (if known)

**Description of the property lost and how the loss occurred****Amount of payments received for the loss**

If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received.

List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).

**Dates of loss****Value of property lost****Part 6: Certain Payments or Transfers****11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None.

**Who was paid or who received the transfer?**  
Address

**If not money, describe any property transferred**

**Dates**

**Total amount or value**

**12. Self-settled trusts of which the debtor is a beneficiary**

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☐ None.

**Name of trust or device**

**Describe any property transferred**

**Dates transfers were made**

**Total amount or value**

**13. Transfers not already listed on this statement**

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☐ None.

**Who received transfer?**  
Address

**Description of property transferred or payments received or debts paid in exchange**

**Date transfer was made**

**Total amount or value**

**Part 7: Previous Locations****14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☐ Does not apply

**Address**

**Dates of occupancy**  
From-To

**Part 8: Health Care Bankruptcies****15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

☐ No. Go to Part 9.

☐ Yes. Fill in the information below.

**Facility name and address**

**Nature of the business operation, including type of services the debtor provides**

**If debtor provides meals and housing, number of patients in debtor's care**

**Part 9: Personally Identifiable Information**



Debtor **Mattress Overstock, Inc.**

Case number (if known) \_\_\_\_\_

**16. Does the debtor collect and retain personally identifiable information of customers?**

- ☒ No.
- ☐ Yes. State the nature of the information collected and retained.

**17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?**

- ☒ No. Go to Part 10.
- ☐ Yes. Does the debtor serve as plan administrator?

**Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units****18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☒ None

Financial Institution name and Address	Last 4 digits of account number	Type of account or instrument	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
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**19. Safe deposit boxes**

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

Depository institution name and address	Names of anyone with access to it Address	Description of the contents	Do you still have it?
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**20. Off-premises storage**

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☒ None

Facility name and address	Names of anyone with access to it	Description of the contents	Do you still have it?
---------------------------	-----------------------------------	-----------------------------	-----------------------

**Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own****21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☐ None

Owner's name and address	Location of the property	Describe the property	Value
J. Becker Management, Inc. 13794 W. Waddell Rd., Ste. 203 Surprise, AZ 85379	4310 Dowlen Rd. Beaumont, TX 77706	All inventory and office equipment.	\$60,000.00

**Part 12: Details About Environment Information**

For the purpose of Part 12, the following definitions apply:

*Environmental law* means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the

Debtor **Mattress Overstock, Inc.**

Case number (if known) \_\_\_\_\_

medium affected (air, land, water, or any other medium).

*Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

*Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

**Report all notices, releases, and proceedings known, regardless of when they occurred.**

**22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.**

- ☒ No.  
☐ Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case
---------------------------	-------------------------------------	--------------------	----------------

**23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?**

- ☒ No.  
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
-----------------------	---------------------------------------	-----------------------------	----------------

**24. Has the debtor notified any governmental unit of any release of hazardous material?**

- ☒ No.  
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
-----------------------	---------------------------------------	-----------------------------	----------------

**Part 13: Details About the Debtor's Business or Connections to Any Business**

**25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

- ☒ None

Business name address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.  Dates business existed
-----------------------	-------------------------------------	--

**26. Books, records, and financial statements**

**26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.**

- ☐ None

Name and address	Date of service From-To
26a.1. <b>Dario Marcelja CPA CBIZ MHM 4722 N 24th St., Ste. 300 Phoenix, AZ 85016</b>	

**26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.**

- ☒ None

**26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.**

Debtor **Mattress Overstock, Inc.**

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☒ None**Name and address****If any books of account and records are unavailable, explain why**

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☒ None**Name and address****27. Inventories**

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No☐ Yes. Give the details about the two most recent inventories.**Name of the person who supervised the taking of the inventory****Date of inventory****The dollar amount and basis (cost, market, or other basis) of each inventory**

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
James Becker	1766 Manchester Road Wheaton, IL 60187	President	
Name	Address	Position and nature of any interest	% of interest, if any
J. Becker Management, Inc.	13794 W. Waddell Rd., Ste. 203 Surprise, AZ 85379	owner	100%

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

☒ No☐ Yes. Identify below.**30. Payments, distributions, or withdrawals credited or given to insiders**

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

☒ No☐ Yes. Identify below.**Name and address of recipient****Amount of money or description and value of property****Dates****Reason for providing the value**

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

☐ No☒ Yes. Identify below.**Name of the parent corporation****Employer Identification number of the parent corporation****J. Becker Management, Inc.****EIN: 20-4110362**

Debtor **Mattress Overstock, Inc.**

Case number (if known) \_\_\_\_\_

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- ☒ No  
☐ Yes. Identify below.

Name of the pension fund

Employer Identification number of the parent corporation

**Part 14: Signature and Declaration**

**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.

I have examined the information in this *Statement of Financial Affairs* and any attachments 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 **November 16, 2018**

**/s/ James Becker**

Signature of individual signing on behalf of the debtor

**James Becker**

Printed name

Position or relationship to debtor **President**

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

- ☒ No  
☐ Yes

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Chapter **11**

**DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)**

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:
- |   |    |             |
|---|----|-------------|
| For legal services, I have agreed to accept .....           | \$ | <b>0.00</b> |
| Prior to the filing of this statement I have received ..... | \$ | <b>0.00</b> |
| Balance Due .....   | \$ | <b>0.00</b> |
2. The source of the compensation paid to me was:
- ☐ Debtor ☒ Other (specify): **J. Becker Management, Inc.**
3. The source of compensation to be paid to me is:
- ☒ Debtor ☐ Other (specify):
4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.
- ☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.
5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:
- Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
  - Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
  - Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
  - [Other provisions as needed]
6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

**CERTIFICATION**

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

**November 16, 2018**

*Date*

**/s/ Richard N. Golding**

**Richard N. Golding 0992100**

*Signature of Attorney*

**The Golding Law Offices, P.C.**

**500 North Dearborn Street**

**Second Floor**

**Chicago, IL 60654**

**(312) 832-7885 Fax: (312) 755-5720**

**RGOLDING@GOLDINGLAW.NET**

*Name of law firm*



RICHARD N. GOLDING  
JONATHAN D. GOLDING\*

\*ALSO ADMITTED IN CALIFORNIA

500 N. DEARBORN STREET, 2<sup>ND</sup> FLOOR  
CHICAGO, IL 60654  
RICHARD N. GOLDING, ESQ.  
DIRECT DIAL: (312) 832-7885  
Fax: (312) 755-5720  
RGOLDING@GOLDINGLAW.NET

**VIA EMAIL ONLY(JimBecker@Gmail.com)**

J. Becker Management Inc.  
1766 Manchester Road  
Wheaton, IL 60187

Attention: Mr. Jim Becker

Re: Retention of Our Law Firm

Dear Mr. Becker

It is with pleasure getting to speak with you Yesterday regarding our firm's willingness to perform certain legal services described below. Subject to the terms herein set forth, it is our understanding that our engagement as your attorney is for the purpose of representing J. Becker Management, Inc. and its affiliated entities ("JBM") in the matters relating to its financial predicament and possibly any proceeding to be commenced, if deemed necessary an appropriate by both our firm and yours (the "Legal Services".)

Rendering the Legal Services, it is important that both the attorney and the client understand the terms of the engagement and what each anticipates from the other. It is our understanding and expectation that the following will be applicable to the lawyer/client relationship between us unless subsequently provided to the contrary in writing:

1. Scope and Assignment of Duties. The scope of our duties will include the representation of JBM with regard to representing you in determining the appropriate method for negotiating debt relief for the several entities after taking into account their incorporation status and financial condition and other generally required matters arising therefrom. We will attempt deliver these services in an efficient manner whenever possible. This engagement does not include services which may require representation in adversary proceedings which must be agreed upon separately, if that need shall arise.

2. Termination of Engagement. You may terminate our engagement for any reason, whatsoever, upon written notice to us. Upon termination and upon payment of our fees, we will deliver to you such of your papers and property as you request; however, we will retain our own files. You will be expected to pay any costs which we may reasonably incur on your behalf. Termination of our services will not affect your responsibility to pay for our legal services rendered and all out of pocket disbursements incurred up to the date of termination and for the purpose of delivering your files to you.



3. Charges. We will normally charge for services based upon the type of services rendered and the reasonable value of those services. Although time is the primary consideration, other factors, including time limitations imposed by you or your circumstances, the novelty and difficulty of the questions, the experience, reputation and ability of the lawyer performing those services, the amount involved, the results obtained, and other considerations may affect the charge for our services. We cannot assess at this time exactly what services will be employed, so we cannot provide any further fee assessment or agreements at this time. Of course, those will be discussed and agreed upon as we navigate through the process.

4. Standard Billing and Payment Procedures. In accordance with our practices, we request a retainer prior to commencing work on your case which will be credited against the fees above and below described, either against future billings or as security to payment as we, in our sole discretion, determine. We request an initial retainer of \$2,000 upon the signing of this agreement. We will keep track of our time and invoice you, not more than monthly based upon our customary hourly rates, which may be modified annually, customary in January of the following year. Our present hourly rates are \$475.00 for me and \$375.00 for Jonathan. If we employ associates for the purpose of assisting on your case, their hourly rates will not exceed ours as published here.

5. Arbitration. In the event of a conflict between us with respect to the Legal Services or the billings and charges therefore, including but not limited to claims of errors or omissions, the same shall be submitted to binding arbitration in Chicago, Illinois, pursuant to the Rules of the America Arbitration Association.

Depending on which Chapter is ultimately employed it will be necessary for you to sign another retainer agreement to be filed with court. Its terms are intended to be similar to those contained in this letter

We are most pleased to have the opportunity to represent you. If this letter accurately confirms your understanding and agreement of the terms of our engagement, please so signify the same by executing a copy of this letter and returning it to us along with the payment of the requested retainer and we will commence our work and research of the law and facts upon receipt of the data we have requested.

Very truly yours,

THE GOLDING LAW OFFICES, P.C.

By   
Richard M. Golding  
FOR THE GOLDING LAW OFFICES, P.C.

ACCEPTED AND AGREED TP  
THIS 31 DAY OF Aug, 2018



**United States Bankruptcy Court  
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**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>J. Becker Management, Inc. 13794 W. Waddell Rd., Ste. 203 Surprise, AZ 85379</b>			<b>100% owner</b>

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the **President** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **November 16, 2018**

Signature **/s/ James Becker**  
**James Becker**

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.*



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**VERIFICATION OF CREDITOR MATRIX**

Number of Creditors: **18**

The above-named Debtor(s) hereby verifies that the list of creditors is true and correct to the best of my (our) knowledge.

Date: **November 16, 2018**

**/s/ James Becker**

**James Becker/President**

Signer/Title

Bay Park Venture I, Ltd.  
712 Main St., 29th Flr.  
Houston, TX 77002

Cypresswood Associates LLC  
c/o Samco Properties Inc.  
455 Fairway Drive, Ste. 301  
Deerfield Beach, FL 33441

Daniel Craddock  
Craddock Massey LLP  
1250 Capital of TX Hwy So. B1 Ste 4  
Austin, TX 78746

GCCISD Tax Services  
PO Box 2805 4544 I-10 East  
Baytown, TX 77521

Inland National Real Estate Services  
62903 COLLECTION CENTER DRIVE  
BLDG. #75036  
Chicago, IL 60693-0629

J. Becker Management, Inc.  
13794 W. Waddell Rd., Ste. 203  
Surprise, AZ 85379

James Becker

Jasper Crossroads Partnership LP  
PO Box 1390  
Beaumont, TX 77704

Jefferson County Tax Assessor-Colle  
PO Box 2112  
Beaumont, TX 77704

JP Morgan Chase  
Legal Dept.  
313 S. Dearborn St., 5th Flr.  
Chicago, IL 60603

Mark A Flaum & Assoc.  
2003 Greens Blvd.  
Richmond, TX 77406

Mission Shore Mgmt., LLC  
PMB 126, 2368A Rice Blvd.  
Galveston, TX 77551

MIX GULLY  
1800 WEST LOOP SOUTH STE.1850  
Houston, TX 77027

Shayna Davis  
TCPA - Houston SE Enforcement Offic  
2222 Bay Area Blvd., Ste. 108  
Houston, TX 77058-2071

SRP Four Corners Investors LP  
c/o Westco Property Mgmt.  
365 Sawdust Road  
Spring, TX 77380

TEXAS COMPTROLLER OF PUBLIC ACCOUNT  
PO BOX 149359  
AUSTIN, TX 78714-9359

Texas Comptroller of Public Account  
111 East 17th Street  
Austin, TX 78774

Willowcreek Baytown Venture  
c/o The Brienwolf Corp  
11999 Katy Freeway Ste. 250  
Houston, TX 77079

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**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Mattress Overstock, Inc.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

**J. Becker Management, Inc.**  
**13794 W. Waddell Rd., Ste. 203**  
**Surprise, AZ 85379**

☐ None [*Check if applicable*]

**November 16, 2018**

Date

**/s/ Richard N. Golding**

**Richard N. Golding 0992100**

Signature of Attorney or Litigant

Counsel for **Mattress Overstock, Inc.**

**The Golding Law Offices, P.C.**

**500 North Dearborn Street**

**Second Floor**

**Chicago, IL 60654**

**(312) 832-7885 Fax:(312) 755-5720**

**RGOLDING@GOLDINGLAW.NET**