

B1 (Official Form 1) (12/11)

<b>United States Bankruptcy Court WESTERN DISTRICT OF TEXAS AUSTIN DIVISION</b>		<b>Voluntary Petition</b>
Name of Debtor (if individual, enter Last, First, Middle): <b>Southern Mattress Company of Texas, Inc.</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>dba Taylor Bedding; dba Taylor Bedding Company</b>		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>72-1169113</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): <b>601 W. 2nd Street Taylor, TX</b>		Street Address of Joint Debtor (No. and Street, City, and State):
ZIP CODE <b>76574-2825</b>		ZIP CODE
County of Residence or of the Principal Place of Business: <b>Williamson</b>		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <b>1712 Woods Blvd. Round Rock, TX</b>		Mailing Address of Joint Debtor (if different from street address):
ZIP CODE <b>78681</b>		ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above):		ZIP CODE
<b>Type of Debtor</b> (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.)	<b>Nature of Business</b> (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	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <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  <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
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:	<b>Tax-Exempt Entity</b> (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).	<b>Nature of Debts</b> (Check one box.)  <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." <input checked="" type="checkbox"/> Debts are primarily business debts.
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Check one box: Chapter 11 Debtors</b>  <input type="checkbox"/> Debtor is a small business debtor as defined by 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). <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter).  <b>Check all applicable boxes:</b> <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).
<b>Statistical/Administrative Information</b> <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.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input checked="" type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000		
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input checked="" type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input checked="" type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Southern Mattress Company of Texas</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor:	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<p style="text-align: center;"><b>Exhibit A</b></p> (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;"><b>Exhibit B</b></p> (To be completed if debtor is an individual whose debts are primarily consumer debts.) 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 11 U.S.C. § 342(b).		
<input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.	X _____ <div style="text-align: right;">Date</div>		
<b>Exhibit C</b>			
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.			
<b>Exhibit D</b>			
(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.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<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.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<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.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<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			
<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.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

<p><b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): <b>Southern Mattress Company of Texas</b></p>
<b>Signatures</b>	
<p><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>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).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><b>X</b> _____</p> <p><b>X</b> _____</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>	<p><b>Signature of a Foreign Representative</b></p> <p>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.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> 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.</p> <p><input type="checkbox"/> 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.</p> <p><b>X</b> _____</p> <p>(Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p><b>Signature of Attorney*</b></p> <p><b>X</b> <u>/s/ Frank B. Lyon</u>  <b>Frank B. Lyon</b> Bar No. <b>12739800</b></p> <p><b>Frank B. Lyon - Attorney at Law</b>  <b>3508 Far West Blvd.</b>  <b>Suite 170</b>  <b>Austin, Texas 78731</b></p> <p>Phone No. <b>(512) 345-8964</b> Fax No. <b>(512) 697-0047</b></p> <p><u>3/28/2013</u> Date</p> <p><small>*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.</small></p>	<p><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>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(b), 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 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ 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.)</p>
<p><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>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.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><b>Southern Mattress Company of Texas, Inc.</b></p> <p><b>X</b> <u>/s/ Rodney Frazier</u>                  Signature of Authorized Individual</p> <p><b>Rodney Frazier</b>                  Printed Name of Authorized Individual</p> <p><b>President</b>                  Title of Authorized Individual</p> <p><u>3/28/2013</u> Date</p>	<p>_____ Address</p> <p><b>X</b> _____</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>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.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>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.</small></p>

B6A (Official Form 6A) (12/07)

In re **Southern Mattress Company of Texas**

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE A - REAL PROPERTY**

Description and Location of Property	Nature of Debtor's Interest in Property	Current Value of Debtor's Interest in Property, Without Deducting Any Secured Claim or Exemption	Amount Of Secured Claim
601 W. 2nd Street Taylor, Texas 76574  2.312 acres and buildings value is WCAD value	fee	\$714,751.00	\$99,026.30
417 W. 2nd Street Taylor, Texas 76574  1.022 acres Value is WCAD value	fee	\$53,454.00	\$5,301.81

**Total: \$768,205.00**

(Report also on Summary of Schedules)

B6B (Official Form 6B) (12/07)

In re **Southern Mattress Company of Texas**

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE B - PERSONAL PROPERTY**

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
1. Cash on hand.	X		
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.	X		
3. Security deposits with public utilities, telephone companies, landlords, and others.	X		
4. Household goods and furnishings, including audio, video and computer equipment.	X		
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X		
6. Wearing apparel.	X		
7. Furs and jewelry.	X		
8. Firearms and sports, photographic, and other hobby equipment.	X		
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		Additional insured under Illinois National Insurance Co. and National Union Fire Ins. Co. of Pittsburgh policies held by HDI Plastics, Inc. on 601 W. 2nd Street.	\$1.00
10. Annuities. Itemize and name each issuer.	X		

In re **Southern Mattress Company of Texas**

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE B - PERSONAL PROPERTY**

Continuation Sheet No. 1

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	<b>X</b>		
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	<b>X</b>		
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	<b>X</b>		
14. Interests in partnerships or joint ventures. Itemize.	<b>X</b>		
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	<b>X</b>		
16. Accounts receivable.	<b>X</b>		
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	<b>X</b>		
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	<b>X</b>		

In re **Southern Mattress Company of Texas**

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE B - PERSONAL PROPERTY**

Continuation Sheet No. 2

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	<b>X</b>		
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	<b>X</b>		
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	<b>X</b>		
22. Patents, copyrights, and other intellectual property. Give particulars.	<b>X</b>		
23. Licenses, franchises, and other general intangibles. Give particulars.	<b>X</b>		
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	<b>X</b>		
25. Automobiles, trucks, trailers, and other vehicles and accessories.		Magnum 34-foot show trailer	\$2,500.00
26. Boats, motors, and accessories.	<b>X</b>		

B6B (Official Form 6B) (12/07) -- Cont.

In re **Southern Mattress Company of Texas**

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE B - PERSONAL PROPERTY**

Continuation Sheet No. 3

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
27. Aircraft and accessories.	X		
28. Office equipment, furnishings, and supplies.	X		
29. Machinery, fixtures, equipment, and supplies used in business.		fixtures of 300 feet racking-used by tenant as part of lease.	\$6,000.00
30. Inventory.	X		
31. Animals.	X		
32. Crops - growing or harvested. Give particulars.	X		
33. Farming equipment and implements.	X		
34. Farm supplies, chemicals, and feed.	X		
35. Other personal property of any kind not already listed. Itemize.		Possible claim against urethane foam manufacturers and distributors for price fixing.	Unknown
		Lease with HDI Plastics, Inc. on 601 W. 2nd and 417 W. 2nd Street, Taylor, TX	Unknown

Total > **\$8,501.00**

(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)

3 continuation sheets attached



B6D (Official Form 6D) (12/07)

In re **Southern Mattress Company of Texas**

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODEBETOR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCT #: xxxx xxx3183  <b>City National Bank of Taylor</b> PO Box 1099 Taylor, TX 76574	X	DATE INCURRED: NATURE OF LIEN: <b>Non-Purchase Money</b> COLLATERAL: <b>601 W2nd; 417 W 2nd rents</b> REMARKS: <b>Line of credit</b>  VALUE: <b>\$768,205.00</b>				<b>\$8,466.56</b>	
ACCT #: xxxxxxxx, xxxxxxxx, xxxxxxxx, xxxC  <b>Williamson County Tax Office</b> 904 South Main Georgetown, TX 78626-5829		DATE INCURRED: NATURE OF LIEN: <b>Property taxes</b> COLLATERAL: <b>601 West 2nd</b> REMARKS: <b>2011-\$26,726.12; 2012-\$43,833.62; 2013-\$20,000.00</b>  VALUE: <b>\$714,751.00</b>				<b>\$90,559.74</b>	
Representing: <b>Williamson County Tax Office</b>		<b>McCreary Veselka, Bragg &amp; Allen</b> 904 South Main, Suite 100 Georgetown, TX 78626				<b>Notice Only</b>	<b>Notice Only</b>
ACCT #:  <b>Williamson County Tax Office</b> 904 South Main Georgetown, TX 78626-5829		DATE INCURRED: NATURE OF LIEN: <b>Taxes</b> COLLATERAL: <b>417 W. 2nd</b> REMARKS: <b>2011--\$2,197.81</b> <b>2012--\$1,604.00</b> <b>2013--\$1,500.00</b>  VALUE: <b>\$53,454.00</b>				<b>\$5,301.81</b>	
<b>Subtotal (Total of this Page) &gt;</b>						<b>\$104,328.11</b>	<b>\$0.00</b>
<b>Total (Use only on last page) &gt;</b>							

1 continuation sheets attached

(Report also on Summary of Schedules.) (If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

B6D (Official Form 6D) (12/07) - Cont.

In re **Southern Mattress Company of Texas**

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODEBTOR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Representing: Williamson County Tax Office		McCreary Veselka, Bragg & Allen 904 South Main, Suite 100 Georgetown, TX 78626				Notice Only	Notice Only
Sheet no. <u>1</u> of <u>1</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims						<b>\$0.00</b>	<b>\$0.00</b>
						<b>\$104,328.11</b>	<b>\$0.00</b>

(Report also on Summary of Schedules.) (If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

B6E (Official Form 6E) (04/10)

In re **Southern Mattress Company of Texas**Case No. \_\_\_\_\_  
(If Known)**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS** Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.**TYPES OF PRIORITY CLAIMS** (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.) **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

 **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

 **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

 **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

 **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

 **Deposits by individuals**

Claims of individuals up to \$2,600\* for deposits for the purchase, lease or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

 **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

 **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

 **Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

 **Administrative allowances under 11 U.S.C. Sec. 330**

Claims based on services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by such person as approved by the court and/or in accordance with 11 U.S.C. §§ 326, 328, 329 and 330.

\* Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

1 continuation sheets attached

B6E (Official Form 6E) (04/10) - Cont.

In re **Southern Mattress Company of Texas**

Case No. \_\_\_\_\_  
(If Known)

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

TYPE OF PRIORITY	Taxes and Certain Other Debts Owed to Governmental Units
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CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	
ACCT #: xxxxxxxx0000 Harris County Tax Assessor Collector c/o Mike Sullivan PO Box 4576 Houston, TX 77210-4576		DATE INCURRED: CONSIDERATION: <b>Business Property tax 2010</b> REMARKS: <b>inventory 2010</b>			X	\$1,211.92	\$1,211.92	\$0.00	
ACCT #: xxxxxxxx0000 Harris County Tax Assessor Collector Mike Sullivan PO Box 4576 Houston, TX 77210-4576		DATE INCURRED: CONSIDERATION: <b>Business Property Tax 2012</b> REMARKS: <b>inventory</b>			X	\$1,241.96	\$1,241.96	\$0.00	
Representing: Harris County Tax Assessor Collector		<b>Linebarger Goggan Blair &amp; Sampson, LLP</b> PO Box 3064 Houston, TX 77253-3064				Notice Only	Notice Only	Notice Only	
ACCT #: xxxxxxxx0000 Harris County, Tax Assessor Collector Mike Sullivan PO Box 4576 Houston, Texas 77210-4576		DATE INCURRED: CONSIDERATION: <b>Business Property Taxes 2011</b> REMARKS: <b>Proerty Inventory 2011</b>			X	\$1,261.99	\$1,261.99	\$0.00	
Sheet no. <u>1</u> of <u>1</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims						<b>Subtotals (Totals of this page) &gt;</b>	\$3,715.87	\$3,715.87	\$0.00
<b>Total &gt;</b> (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)							\$3,715.87		
<b>Totals &gt;</b> (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)							\$3,715.87	\$0.00	

B6F (Official Form 6F) (12/07)

In re **Southern Mattress Company of Texas**

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: <b>xx&amp;x #x xxxxxxxxxxxxxx/xxxxxxxxxx4</b> <b>Accord Creditor Services, LLC</b> <b>PO Box 10002</b> <b>Newman, GA 30271</b>		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>			X	<b>\$812.75</b>
ACCT #: <b>Advanced Urethane Technology</b> <b>18 Route 36 - Suite 101</b> <b>West Long Beach, NJ 07764</b>		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>			X	<b>\$4,932.54</b>
ACCT #: <b>xxxxxx xxxding</b> <b>AEP, Inc.</b> <b>c/o Liz Brizzolara</b> <b>125 Phillips Avenue</b> <b>South Hackensack, NJ 07606</b>		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>			X	<b>\$1,000.00</b>
ACCT #: <b>Am-Tex Plastic Products</b> <b>4510 Old Mexia Rd.</b> <b>Waco, TX 76705-9430</b>		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>				<b>\$66,196.60</b>
Representing: <b>Am-Tex Plastic Products</b>		<b>John Malone</b> <b>1838 N. Valley Mills Drive</b> <b>Waco, Texas 76710</b>				<b>Notice Only</b>
ACCT #: <b>xxxx-xxxxxx-x2003</b> <b>American Express</b> <b>Travel Related Services Co., Inc</b> <b>PO Box 53773</b> <b>Phoenix, AZ 85072-3773</b>		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>credit card</b>				<b>\$2,943.53</b>
<b>Subtotal &gt;</b>						<b>\$75,885.42</b>
<b>Total &gt;</b>						

13 continuation sheets attached

(Use only on last page of the completed Schedule F.)  
(Report also on Summary of Schedules and, if applicable, on the  
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re **Southern Mattress Company of Texas**

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Representing: American Express		Nationwide Credit, Inc. 2002 Summit Blvd, Suite 600 Atlanta, GA 30319				Notice Only
ACCT #: xxxxxxxx #xx0102 Associated Truss & Lumber Co. 388 South Larkin Rd. Sunnyvale, TX 75182		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>				\$43,336.00
ACCT #: xxxxxxxx0460 AT&T c/o Cisco, Inc. 1702 Townhurst Drive Houston, Texas 77043		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>				\$5,911.99
Representing: AT&T		Cisco, Inc. Dept 11994 PO Box 1259 Oaks, PA 19456				Notice Only
ACCT #: xxxxxxxx-xxxxx;xxxxx;x1669 Automatic Fire Protection, Inc. PO Box 1551 San Angelo, TX 76902		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>				\$2,377.26
ACCT #: xxxxx.xx(xxxxx xxx xxxx,2698) Bedding Components PO Box 1946 Spartanburg, SC 29304		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>				\$55,771.13
<b>Subtotal &gt;</b>						<b>\$107,396.38</b>
<b>Total &gt;</b>						
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)						

Sheet no. 1 of 13 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Southern Mattress Company of Texas**

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Representing: Bedding Components		Barron & Newburger, PC c/o Lynn Saarinen 1212 Guadalupe, Suite 104 Austin, TX 78701-1837				Notice Only
Representing: Bedding Components		Holcombe Bomar, PA 100 Dundar St. Suite 200 Spartanburg, SC 29306				Notice Only
ACCT #: xx3211 Bug Master Exterminating, Ltd. 8411 I-35 N. Austin, TX 78753		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>				\$303.10
ACCT #: C H Robinson - Fort Worth Receivables Control Corporation PO Box 9658 Minneapolis, MN 55440-9658		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>				\$1,600.00
ACCT #: xxxx # xxxx7.001 Carpenter Co c/o Barnett & Garcia Attn: Matt Garcia 3821 Juniper Trace Suite 108 Austin, TX 78738		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>				\$14,815.89
Representing: Carpenter Co		Euler Hermes UMA 600 South 7th Street Louisville, KY 40201-1672				Notice Only

Sheet no. 2 of 13 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal > **\$16,718.99**

Total >

(Use only on last page of the completed Schedule F.)  
(Report also on Summary of Schedules and, if applicable, on the  
Statistical Summary of Certain Liabilities and Related Data.)

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B6F (Official Form 6F) (12/07) - Cont.

In re **Southern Mattress Company of Texas**

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Representing: Carpenter Co		Financial Adjustment Service, Inc. 13400 S. Rt. 59 Suite 116-210 Plainfield, IL 60585				Notice Only
Representing: Carpenter Co		Law Office of Geoffrey C. Price 6010 Balcones Drive, Suite 100 Austin, Texas 78731				Notice Only
ACCT #: xxx'x xxxxxxxx; xxx6857 CaseStack, Inc. Accounts Recievable File #51030 Los Angeles, CA 90074-1030		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt disputed</b>			X	\$3,550.00
ACCT #: Catalyst Finance, LP 1136 N. Kirkwood Rd. Houston, TX 77043	X	DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS:			X	\$52,899.00
ACCT #: x&x xxxxxxxx #xxx4365 Central Freight c/o Caine & Weiner 1699 East Woodfield Rd. Schaumburg, IL 60173		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>Central Freight 650250905</b>				\$3,882.64
ACCT #: #xxxxxxxx,xxxxxxxx,xxxxx0897, Central Freight Lines - Primes 5601 W. Waco Dr. Waco, Texas 76710		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt - File 12379644</b>				\$4,549.40
<b>Subtotal &gt;</b>						<b>\$64,881.04</b>
<b>Total &gt;</b>						

Sheet no. 3 of 13 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Nonpriority Claims

(Use only on last page of the completed Schedule F.)  
(Report also on Summary of Schedules and, if applicable, on the  
Statistical Summary of Certain Liabilities and Related Data.)



B6F (Official Form 6F) (12/07) - Cont.

In re **Southern Mattress Company of Texas**

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Representing: Central Freight Lines - Primes		Synter Resource Group, LLC 5935 Rivers Avenue, Suite 102 North Charleston, SC 29406				Notice Only
ACCT #: <b>xx6374</b> Coats American 3430 Toringdon Way Suite 301 Charlotte, NC 28277		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>				\$6,941.40
ACCT #: <b>xxxxxxxx/xxxxx8732</b> Dematic 507 Plymouth Avenue, NE Grand Rapids, MI 49505		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>				\$516.36
ACCT #: <b>xxxxxxxxxxxx6528</b> Discover Card PO Box 6103 Carol Stream, IL 60197-6103	X	DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>business credit card; received 1099 for forgiveness of debt</b>			X	\$19,132.65
Representing: Discover Card		CBCS PO Box 163250 Columbus, OH 43216-3250				Notice Only
ACCT #: <b>xxx# xx5684</b> Downing Transportation c/o 2120 Church Ave. Troy, TX 76579		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>				\$296,536.60
<b>Subtotal &gt;</b>						<b>\$323,127.01</b>
<b>Total &gt;</b>						
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)						

Sheet no. 4 of 13 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Southern Mattress Company of Texas**

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	
<b>Representing: Downing Transportation</b>		<b>Baird, Crews, Schiller &amp; Whitaker, PC Kristin Murphy 15 North Main Street Temple, TX 76501</b>				<b>Notice Only</b>	
ACCT #: xxx #xxxxxxxxxx2080 <b>Entergy Louisiana, Inc. c/o Convergent Commerical, Inc. 925 Westchester Ave., Suite 101 White Plains, NY 10604</b>		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>			X	<b>\$243.98</b>	
ACCT #: xxxxxx0524 <b>Fed-Ex Dept CH PO Box 10306 Palatine, IL 60055-0306</b>		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>			X	<b>\$1,426.03</b>	
ACCT #: xxxx-x482-8 <b>FedEx US Collections Department PO Box 660481 Dallas, TX 75266-0481</b>		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt inv's 7-437-37351/7-413-40771/7- 366-42252</b>			X	<b>\$2,549.84</b>	
<b>Representing: FedEx</b>		<b>Law Offices of Weinstock &amp; O'Malley 105 White Oak Lane 2nd Floor Old Bridge, NJ 08857</b>				<b>Notice Only</b>	
<b>Representing: FedEx</b>		<b>North Shore Agency Fedex Revenue Recovery Dept. PO Box 660481 Dallas, TX 75266-0481</b>				<b>Notice Only</b>	
Sheet no. <u>5</u> of <u>13</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						<b>Subtotal &gt;</b>	<b>\$4,219.85</b>
						<b>Total &gt;</b>	
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)							

B6F (Official Form 6F) (12/07) - Cont.

In re **Southern Mattress Company of Texas**

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Representing: FedEx		Synter Resource Group, LLC 5935 Rivers Avenue, Suite 102 North Charleston, SC 29406				Notice Only
ACCT #: xxxxx xxxxxxxxxx-xx xxx: xx0132 FedEx Priority c/o RMS 4836 Brecksville Rd. PO Box 523 Richfield, OH 44286		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>Trade debt</b>			X	\$3,355.16
ACCT #: xxxxxx1257 Fedex TechConnet c/o Law Offices of Weinstock & O Malley 105 White Oak Lane 2nd Floor Old Bridge, NJ 08857		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>			X	\$2,906.81
ACCT #: xxxxx0541 Ferrellgas PO Box 1003 Liberty, MO 64069		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>				\$1,638.78
ACCT #: xxx5950 Flat Iron Capital 1700 Lincoln St., 12th Floor Denver, CO 80203		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>			X	\$2,811.60
ACCT #: xxxxx9663 Grainger Credit Dept. 2601 E. Plano Pkwy Plano, TX 75074-7416		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>				\$250.28

Sheet no. 6 of 13 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal > **\$10,962.63**

Total >

(Use only on last page of the completed Schedule F.)  
(Report also on Summary of Schedules and, if applicable, on the  
Statistical Summary of Certain Liabilities and Related Data.)

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B6F (Official Form 6F) (12/07) - Cont.

In re **Southern Mattress Company of Texas**

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: <b>xx4549</b> <b>Green Mountain Energy</b> <b>PO Box 650001</b> <b>Dallas, TX 75265-0001</b>		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS:				<b>\$1,265.64</b>
ACCT #: <b>xxxx xx. xxxxxxxxxxx0012</b> <b>Homeland Security Investigations</b> <b>300 East 8th Street, Suite 771</b> <b>Austin, TX 78701</b>		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>			<b>X</b>	<b>Unknown</b>
ACCT #: <b>xxxxxxxxxx/xxxxxxxx/xxx3836</b> <b>Intertek</b> <b>2 Riverway, Suite 500</b> <b>Houston, TX 77056</b>		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>				<b>\$3,150.00</b>
ACCT #: <b>xxxx # xxxxx-2579</b> <b>Jan Pak Supply</b> <b>c/o U.S. Impact, Inc.</b> <b>PO Box 1746</b> <b>Mandeville, LA 70470-1746</b>		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>				<b>\$94,241.69</b>
ACCT #: <b>xxxx #x2441</b> <b>Komar Alliance</b> <b>c/o Freedman &amp; Price, P.C.</b> <b>105 West 8th St.</b> <b>Austin, TX 78701</b>		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>				<b>\$7,602.26</b>
<b>Representing:</b> <b>Komar Alliance</b>		<b>Freedman &amp; Price, P.C.</b> <b>2819 Dallas Avenue</b> <b>Missouri City, TX 77459</b>				<b>Notice Only</b>
<b>Subtotal &gt;</b>						<b>\$106,259.59</b>
<b>Total &gt;</b>						

Sheet no. 7 of 13 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Nonpriority Claims

(Use only on last page of the completed Schedule F.)  
(Report also on Summary of Schedules and, if applicable, on the  
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re **Southern Mattress Company of Texas**

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: xxxx xxxx.7004 Lady Americana Associates, Inc. PO Box 440215 Kennesaw, GA 30144		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>				<b>\$11,856.00</b>
Representing: Lady Americana Associates, Inc.		<b>Hartzog Conger Cason &amp; Neville</b> <b>Rick L. Warren</b> <b>201 Robert S. Kerr Avenue</b> <b>1600 Bank of Oklahoma Plaza</b> <b>Oklahoma City, TX 73102-4216</b>				<b>Notice Only</b>
ACCT #: t Lampe USA 3660 NC Highway 770 #A Stoneville, NC 27048		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>				<b>\$9,503.97</b>
Representing: Lampe USA		<b>Maddrey Etringer Smith Hollowell, LLP</b> <b>Matthew Smith</b> <b>PO Box 507</b> <b>Eden, NC 27289-0507</b>				<b>Notice Only</b>
ACCT #: xxxxxx xxddin Lava USA, Inc. 55 Sleep Time Drive Waterloo, SC 29384		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS:				<b>\$1,778.49</b>
ACCT #: Leggett & Platt PO Box 757 1 Leggett Rd. Carthage, MO 64836		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>				<b>\$400,000.00</b>

Sheet no. 8 of 13 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Nonpriority Claims

**Subtotal > \$423,138.46**

**Total >**  
(Use only on last page of the completed Schedule F.)  
(Report also on Summary of Schedules and, if applicable, on the  
Statistical Summary of Certain Liabilities and Related Data.)

<b>Total &gt;</b>
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B6F (Official Form 6F) (12/07) - Cont.

In re **Southern Mattress Company of Texas**

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: xxxxxxxx #xx1875 <b>LoneStar Overnight</b> <b>PO Box 149225</b> <b>Austin, TX 78714-9225</b>		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>			X	<b>\$27.80</b>
ACCT #: <b>MDC Wallcoverings</b> <b>c/o J. Favier Anziani</b> <b>Freedman &amp; Price, PC</b> <b>105 W. 8th Street</b> <b>Austin, TX 78701</b>		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt - judgment</b>				<b>\$9,102.26</b>
ACCT #: <b>Metro Lift Propane</b> <b>PO Box 2737</b> <b>Reserve, LA 70084</b>		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>				<b>\$298.24</b>
ACCT #: xxxxxx xxxding <b>Miller Wood Supply</b> <b>1912 N. Weller</b> <b>Springfield, MO 65803</b>		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>				<b>\$163,781.83</b>
<b>Representing:</b> <b>Miller Wood Supply</b>		<b>Contract Resolve Group, LLC</b> <b>Attention: Ricky Stevens</b> <b>400 N. Saint Paul Suite 730</b> <b>Dallas, TX 7201</b>				<b>Notice Only</b>
ACCT #: xx7215 <b>Mobile Mini</b> <b>c/o Vengroff Williams, Inc.</b> <b>PO Box 4155</b> <b>Sarasota, FL&gt; 34230-4155</b>		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS:				<b>\$2,227.52</b>

Sheet no. 9 of 13 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Nonpriority Claims

**Subtotal > \$175,437.65**

**Total >**  
(Use only on last page of the completed Schedule F.)  
(Report also on Summary of Schedules and, if applicable, on the  
Statistical Summary of Certain Liabilities and Related Data.)

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B6F (Official Form 6F) (12/07) - Cont.

In re **Southern Mattress Company of Texas**

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: xxxxx - xxx#xxx3526 Old Dominion Freight Line, Inc. c/o McCarthy, Burgess & Wolff 26000 Cannon Rd. Cleveland, OH 44146		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>				<b>\$128.90</b>
Representing: Old Dominion Freight Line, Inc.		<b>Baker, Govern &amp; Baker</b> 7771 W. Oakland Park Blvd. Suite 240 Ft. Lauderdale, FL 33351				<b>Notice Only</b>
ACCT #: x&x# xxx4994 Pitney Bowes Global Fincl Svcs c/o Caine & Weiner PO Box 5010 Woodland Hills, CA 91365-5010		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS:				<b>\$5,834.04</b>
ACCT #: Plastic Monofil c/o Anita Calvert-Reak 28 Industrial Drive Milton, VT 05468		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>				<b>\$2,592.22</b>
ACCT #: xxxxxx xxxding Pratrivero USA 50 Commerce Center Greenville, SC 29615		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>				<b>\$19,783.00</b>
ACCT #: xxxx #xxxxxxx9235 QBE North American 827 Seneca Park Rd. Baltimore, MD 22120		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>	X		X	<b>\$375,883.45</b>

Sheet no. 10 of 13 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Nonpriority Claims

**Subtotal > \$404,221.61**

**Total >**  
(Use only on last page of the completed Schedule F.)  
(Report also on Summary of Schedules and, if applicable, on the  
Statistical Summary of Certain Liabilities and Related Data.)

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B6F (Official Form 6F) (12/07) - Cont.

In re **Southern Mattress Company of Texas**

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Representing: QBE North American		Advance Urethane Technologies 187 Route 36, Suite 101 West Long Branch, NJ 07764				Notice Only
Representing: QBE North American		American Bureau of Collections, Inc. 1100 Main St. Buffalo, NY 14209				Notice Only
ACCT #: xx #xxxxxxxx3615 Reliant Energy Retail Service c/o NCO Financial Systems, Inc. 507 Prudential Rd. Horsham, PA 19044		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS:				\$560.96
ACCT #: Richard James & Assoc. Attn: Sonny Smith 4317 NE Thurston Way-Suite 270 Vancouver, WA 98662		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: trade debt			X	Unknown
ACCT #: Ryder Truck Rentals c/o Walter D. White APLC 220 Travis St - Suite 500 Shreveport, LA 71101		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: trade debt				Unknown
ACCT #: xxxxxx xxx28ZC Service Lloyds Insurance Company PO Box 26850 Austin, TX 78755-0850		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: trade debt			X	\$555.00

Sheet no. 11 of 13 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal > **\$1,115.96**

Total >

(Use only on last page of the completed Schedule F.)  
(Report also on Summary of Schedules and, if applicable, on the  
Statistical Summary of Certain Liabilities and Related Data.)



B6F (Official Form 6F) (12/07) - Cont.

In re **Southern Mattress Company of Texas**

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: <b>xxxx3010</b> <b>Southeastern Freight Lines, Inc.</b> <b>c/o Synter Resource Group, LLC</b> <b>5935 Rivers Avenue Suite 102</b> <b>North Charleston, SC 29419-3247</b>		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>				<b>\$16,077.27</b>
Representing: <b>Southeastern Freight Lines, Inc.</b>		<b>Law Office of Geoffrey C. Price</b> <b>6010 Balcones Drive, Suite 100</b> <b>Austin, Texas 78731</b>				<b>Notice Only</b>
ACCT #: <b>xxxx5657</b> <b>Sprint</b> <b>c/o Diversified Adjustment Service, Inc.</b> <b>600 Coon Rapids Blvd.</b> <b>Coon Rapids, MN 55433</b>		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>				<b>\$315.80</b>
ACCT #: <b>xxxxxxxx xxxxxxss Co.</b> <b>Terminix Pest Control</b> <b>PO Box 8668</b> <b>Metairie, LA 70011</b>		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>Trade debt</b>				<b>\$985.00</b>
Representing: <b>Terminix Pest Control</b>		<b>Transworld Systems, Inc. - Collection Ag</b> <b>2235 Mercury Way #275</b> <b>Santa Rose, CA 95407</b>				<b>Notice Only</b>
ACCT #: <b>Texas Pocket Springs Technology, Inc.</b> <b>c/o Cain &amp; Associates</b> <b>121 S. Westmeadow, Suite A</b> <b>Cleburne, TX 76033</b>		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>trade debt</b>				<b>\$54,879.55</b>
Sheet no. <u>12</u> of <u>13</u> continuation sheets attached to						<b>Subtotal &gt;</b>
Schedule of Creditors Holding Unsecured Nonpriority Claims						<b>\$72,257.62</b>
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)						<b>Total &gt;</b>

B6F (Official Form 6F) (12/07) - Cont.

In re **Southern Mattress Company of Texas**

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: <b>xxxx # xxxx0.001</b> <b>Victory Packaging, LP</b> <b>c/o Barnett &amp; Garcia</b> <b>3821 Juniper Trace, Suite 108</b> <b>Austin, TX 78738</b>		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS:				<b>\$23,499.26</b>
ACCT #: <b>xxx-xxxxxx3-003</b> <b>Wells Fargo Leasing</b> <b>800 Walnut St. MAC N0005-050</b> <b>Des Moines, IA 50309</b>		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>Leasing equipment-originally Documation</b> <b>color copier; received 1099 debt forgiven</b>			X	<b>\$3,034.19</b>
ACCT #: <b>xxx-xxxx3903</b> <b>Wells Fargo Leasing Customer Svc</b> <b>MAC F4031-050</b> <b>800 Walnut Street</b> <b>Des Moines, IA 50309-3605</b>		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>copier lease-trade debt-originally</b> <b>Documation; received 1099 debt forgiven.</b>			X	<b>\$12,417.27</b>
ACCT #: <b>xxx-xxxxxx3-002</b> <b>Wells Fargo Leasing Customer Svc</b> <b>Acct # 001-0083903-002</b> <b>800 Walnut St. MAC N0005-050</b> <b>Des Moines, IA 50309</b>		DATE INCURRED: CONSIDERATION: <b>Trade Debt</b> REMARKS: <b>leasing equip-originally Documation received</b> <b>1099 forgiven.</b>			X	<b>\$9,964.70</b>
Sheet no. <u>13</u> of <u>13</u> continuation sheets attached to						<b>Subtotal &gt;</b>
Schedule of Creditors Holding Unsecured Nonpriority Claims						<b>\$48,915.42</b>
						<b>Total &gt;</b>
						<b>\$1,834,537.63</b>

(Use only on last page of the completed Schedule F.)  
(Report also on Summary of Schedules and, if applicable, on the  
Statistical Summary of Certain Liabilities and Related Data.)

B6G (Official Form 6G) (12/07)

In re **Southern Mattress Company of Texas**

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases of contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
<p><b>HDI Plastics, Inc.</b> 10501 Wayzata Blvd. #102 Minnetonka, MN 55305</p> <p><b>Wells Fargo Leasing Customer Svc.</b> MAC F4031-050 800 Walnut St. De Moines, IA 50309-3605</p>	<p>lease on 601 and 412 W. 2nd St, Taylor, TX Contract to be ASSUMED</p> <p>copier leases Contract to be REJECTED</p>

B6H (Official Form 6H) (12/07)

In re **Southern Mattress Company of Texas**

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<p><b>Rodney Frazier</b> 1712 Woods Blvd. Round Rock, TX 78681</p>	<p><b>City National Bank of Taylor</b> PO Box 1099 Taylor, TX 76574</p>
<p><b>Rodney Frazier</b> 1712 Woods Blvd. Round Rock, TX 78681</p>	<p><b>Catalyst Finance, LP</b> 1136 N. Kirkwood Rd. Houston, TX 77043</p>
<p><b>Rosemary Frazier</b> 1712 Woods Blvd. Round Rock, TX 78681</p>	<p><b>Discover Card</b> PO Box 6103 Carol Stream, IL 60197-6103</p>

B6 Summary (Official Form 6 - Summary) (12/07)

**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION**

In re **Southern Mattress Company of Texas**

Case No.

Chapter **11**

**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER	
A - Real Property	Yes	1	\$768,205.00			
B - Personal Property	Yes	4	\$8,501.00			
C - Property Claimed as Exempt	No					
D - Creditors Holding Secured Claims	Yes	2			\$104,328.11	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2			\$3,715.87	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	14			\$1,834,537.63	
G - Executory Contracts and Unexpired Leases	Yes	1				
H - Codebtors	Yes	1				
I - Current Income of Individual Debtor(s)	No					N/A
J - Current Expenditures of Individual Debtor(s)	No					N/A
<b>TOTAL</b>		<b>25</b>	<b>\$776,706.00</b>	<b>\$1,942,581.61</b>		

B6 Declaration (Official Form 6 - Declaration) (12/07)

In re **Southern Mattress Company of Texas**

Case No. \_\_\_\_\_

(if known)

## DECLARATION CONCERNING DEBTOR'S SCHEDULES

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### DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the \_\_\_\_\_ **President** \_\_\_\_\_ of the \_\_\_\_\_ **Corporation** \_\_\_\_\_  
named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of  
\_\_\_\_\_ **26** \_\_\_\_\_ sheets, and that they are true and correct to the best of my knowledge, information, and belief.

(Total shown on summary page plus 1.)

Date **3/28/2013** \_\_\_\_\_

Signature  /s/ Rodney Frazier \_\_\_\_\_  
**Rodney Frazier**  
**President**

*[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]*

**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION**

In re: **Southern Mattress Company of Texas**

Case No. \_\_\_\_\_  
(if known)

**STATEMENT OF FINANCIAL AFFAIRS**

**1. Income from employment or operation of business**

None  State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the TWO YEARS immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$0.00	2013 Year-to-date
\$0.00	2012
\$5,685,000.00	2011 Estimate
\$11,242,752.00	2010

**2. Income other than from employment or operation of business**

None  State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the TWO YEARS immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$15,400	2013 year-to-date tax escrows and rents
\$9,500	2012 rent

**3. Payments to creditors**

*Complete a. or b., as appropriate, and c.*

None  a. Individual or joint debtor(s) with primarily consumer debts: List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within 90 DAYS immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None  b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within 90 DAYS immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850\*. If the debtor is an individual, indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

\* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION**

In re: **Southern Mattress Company of Texas**

Case No. \_\_\_\_\_  
(if known)

**STATEMENT OF FINANCIAL AFFAIRS**  
*Continuation Sheet No. 1*

None  c. All debtors: List all payments made within ONE YEAR immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Rodney Frazier 1712 Woods Blvd. Round Rock, TX 78681	3/13/13	\$2,702.88- Reimbursemen t for sales and operating expenses.	

**4. Suits and administrative proceedings, executions, garnishments and attachments**

None  a. List all suits and administrative proceedings to which the debtor is or was a party within ONE YEAR immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Cause No. 12-0431-T26 The County of Williamson, Texas collecting property taxes for The City of Taylor, TX and TISD v Southern Mattress Company of Texas	delinquent taxes due The City of Taylor and Taylor ISD.	In the Distric Court 26th Judicial District of Williamson County, Texas	judgment
Cause No. 12-0551-CC4 MDC Wallcoverings/Div Epko, Inc. v Southern Mattress Company of Texas, Inc. dba Taylor Bedding Co.	lawsuit	In the County Court at Law No. 4 Williamson County, Texas	judgment
Downing Transportation, Inc. v Southern Mattress Co of Texas, dba Taylor Bedding Company	lawsuit	In the District Court of Bell County, Texas 169th Judicial District	pending
20120596-CV2 AM-TEX Plastic Products vs. Southern Mattress Company of Texas a Texas Corp, dba Taylor Bedding, and Rodney Frazier	lawsuit	In the County Court at Law No. 2 McLennan County, Texas	pending

None  b. Describe all property that has been attached, garnished or seized under any legal or equitable process within ONE YEAR immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
Texas Workforce Commission	01/25/2012	levy - \$1,253.59
	01/25/2012	levy - \$18,493.47



**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION**

In re: **Southern Mattress Company of Texas**

Case No. \_\_\_\_\_  
(if known)

**STATEMENT OF FINANCIAL AFFAIRS**  
*Continuation Sheet No. 2*

**5. Repossessions, foreclosures and returns**

None  List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within ONE YEAR immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

**6. Assignments and receiverships**

None  a. Describe any assignment of property for the benefit of creditors made within 120 DAYS immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None  b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within ONE YEAR immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

**7. Gifts**

None  List all gifts or charitable contributions made within ONE YEAR immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

**8. Losses**

None  List all losses from fire, theft, other casualty or gambling within ONE YEAR immediately preceding the commencement of this case OR SINCE THE COMMENCEMENT OF THIS CASE. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
2 A/C units \$3,500.00	Stolen - value below insurance deductible	March 2012
3 work benches \$600.00	stolen - value below insurance diductible	November 2012

**9. Payments related to debt counseling or bankruptcy**

None  List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within ONE YEAR immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Frank B. Lyon 3508 Far West Blvd.-Suite 170 Austin, TX 78731	June 11, 2012	\$2,263.37
	October 3, 2012	\$22,498.25
	January 9, 2013	\$9,229.03
	March 28, 2013	\$19,871.17 includes \$1,213.00 filing fee

**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION**

In re: **Southern Mattress Company of Texas**Case No. \_\_\_\_\_  
(if known)

**STATEMENT OF FINANCIAL AFFAIRS**

*Continuation Sheet No. 3*

**10. Other transfers**

- None  a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within TWO YEARS immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
Magic Flex, USA, LLC 2395 West 9th Court Miami, Florida	02/09/2012	\$120,000.00 (see attached list)
USA Mattress 1707 Alpine Rd. Dallas, TX 75223	02/24/2012	\$2100.00 Gribitz over-under surger flanger.
Worldwide Mattress Machinery, Inc. 812 East Main Street Spartanburg, SC 29302	02/01/2012	Porter 1000 #9207 Flanger - \$1500.00
Bon Marche Furniture 5200 Westbank Expwy Marrero, LA 70072	11/17/2011	One complete lot 400 plus pieces new bedding \$12,000.00
Worldwide Mattress Machinery, Inc. 812 East Main St. Spartanburg, SC 29302	11/1/2011	lot 180 ft x 60" motorized conveyer \$6,000.00 lot 80ft x 60" Gravity Fed Conveyer \$1,000.00 lot 40ft x 30" Belt powered conveyer \$3,000.00 80ft x 60" motorized conveyor \$2,700.00
Bon Marche Furniture 5200 Westbank Expwy Marrero, LA 70072	11/15/2011	One fork lift 2500lbs. \$2,500.00
Sleep, Inc. of Corsicana Texas 2700 E. State Highway 31 Corsicana, TX 75109	10/20/2011 10/04/2011	Porter 4000 Serial #C1708 \$6,500.00  Websco Wrapper S/N 151 Atlanta Attachment Wrapper Auto Pack S/N 109251030801 \$63,000.00
US Mattress Co., Inc. 812 East Main Street Spartanburg, SC 29302	02/23/2012	1 James Cash type edge machine \$3000.00 1 Galkin Serger/Flanger \$3000.00 1 DG4300 Tac and Jump Quilter w/large panel cutter \$59,000.00 Total \$65,000.00

**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION**

In re: **Southern Mattress Company of Texas**

Case No. \_\_\_\_\_  
(if known)

**STATEMENT OF FINANCIAL AFFAIRS**  
*Continuation Sheet No. 4*

**Schonacker Investments, LLC  
PO Box 1848  
Greta, LA 70054**

**10/14/11**

**\$525,000 warehouse at 1133  
MacArthur, Harvey, LA 70058**

None b. List all property transferred by the debtor within TEN YEARS immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

**11. Closed financial accounts**

None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within ONE YEAR immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
City National Bank of Taylor	Operating account 1084938	\$0.00--March 2012
	Payroll account 1084896	\$0.00--May 2012
	Checking account 1084920	\$0.00--March 2012

**12. Safe deposit boxes**

None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within ONE YEAR immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

**13. Setoffs**

None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within 90 DAYS preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

**14. Property held for another person**

None List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
Wells Fargo Leasing	2 Keocera copies	601 W. 2nd St. Taylor, TX

**15. Prior address of debtor**

None If the debtor has moved within THREE YEARS immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

**16. Spouses and Former Spouses**

None If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within EIGHT YEARS immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION**

In re: **Southern Mattress Company of Texas**

Case No. \_\_\_\_\_  
(if known)

**STATEMENT OF FINANCIAL AFFAIRS**  
*Continuation Sheet No. 5*

**17. Environmental Information**

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law.

None  a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

None  b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

None  c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

**18. Nature, location and name of business**

None  a. If the debtor is an individual, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within SIX YEARS immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within SIX YEARS immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within SIX YEARS immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within SIX YEARS immediately preceding the commencement of this case.

None  b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION**

In re: **Southern Mattress Company of Texas**

Case No. \_\_\_\_\_  
(if known)

**STATEMENT OF FINANCIAL AFFAIRS**  
*Continuation Sheet No. 6*

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within SIX YEARS immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement ONLY if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

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

- None  a. List all bookkeepers and accountants who within TWO YEARS immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
<b>John Fenter</b> 5712 Bedford Lane The Colony, TX 75056	<b>March 2011 through August 31, 2011</b>
<b>Greenbook, Inc.</b> Attention: Bernardo Garcia PO Box 1013 Hutto, TX 78634	<b>2009 through March 2011</b>
<b>Clark L, Jackson, CPA</b> 1611 Granger Rd. #1 Taylor, TX 76574-3065	<b>2008 through present</b>

- None  b. List all firms or individuals who within TWO YEARS immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

- None  c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
<b>Ohm Systems, Inc.</b>	<b>10250 Chester Rd.</b> <b>Cincinnati, OH 45215</b>
<b>Clark L. Jackson, CPA</b>	<b>1611 Granger Rd. #1</b> <b>Taylor, TX 76574-3065</b>
<b>Rodney Frazier</b>	<b>1712 Woods Blvd.</b> <b>Round Rock, TX 78681</b>

- None  d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within TWO YEARS immediately preceding the commencement of this case.

NAME AND ADDRESS	DATE ISSUED
<b>City National Bank of Taylor</b> 212 N. Main St. Taylor, TX 76574	<b>Various dates</b> <b>through 1st</b> <b>quarter of 2011</b>

B7 (Official Form 7) (12/12) - Cont.

**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION**

In re: **Southern Mattress Company of Texas**

Case No. \_\_\_\_\_  
(if known)

**STATEMENT OF FINANCIAL AFFAIRS**  
*Continuation Sheet No. 7*

**20. Inventories**

None  a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
December 2010	Kevin Horton	\$798,002.00
1st quarter 2011	Kevin Horton	\$567,383

None  b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

**21. Current Partners, Officers, Directors and Shareholders**

None  a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

None  b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Rodney Frazier 1712 Woods Blvd. Round Rock, TX 78681	President/Director	80% - community property with Rosemary Frazier
Rosemary Frazier 1712 Woods Blvd. Round Rock, TX 78681	Secretary/Director	80% community property with Rodney Frazier
Betsy Birdsong PO Box 113546 Metarie, LA 70011	Director	20%

**22. Former partners, officers, directors and shareholders**

None  a. If the debtor is a partnership, list each member who withdrew from the partnership within ONE YEAR immediately preceding the commencement of this case.

None  b. If the debtor is a corporation, list all officers or directors whose relationship with the corporation terminated within ONE YEAR immediately preceding the commencement of this case.

NAME, ADDRESS AND TITLE	DATE OF TERMINATION
Betsy F. Birdsong V.P. Louisiana Operator PO Box 113546 Metarie, LA 70011	10/14/11

B7 (Official Form 7) (12/12) - Cont.

**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS  
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In re: **Southern Mattress Company of Texas**

Case No. \_\_\_\_\_  
(if known)

**STATEMENT OF FINANCIAL AFFAIRS**  
*Continuation Sheet No. 8*

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**23. Withdrawals from a partnership or distributions by a corporation**

None  If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during ONE YEAR immediately preceding the commencement of this case.

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**24. Tax Consolidation Group**

None  If the debtor is a corporation, list the name and federal taxpayer-identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within SIX YEARS immediately preceding the commencement of the case.

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**25. Pension Funds**

None  If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within SIX YEARS immediately preceding the commencement of the case.

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*[If completed on behalf of a partnership or corporation]*

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date 3/28/2013

Signature /s/ Rodney Frazier  
**Rodney Frazier**  
**President**

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

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

B4 (Official Form 4) (12/07)

**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION**

IN RE: **Southern Mattress Company of Texas**

Case No.

Chapter **11**

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The 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 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address, including zip code	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 setoff	Amount of claim [if secured also state value of security]
Leggett & Platt PO Box 757 1 Leggett Rd. Carthage, MO 64836		Trade Debt		<b>\$400,000.00</b>
QBE North American 827 Seneca Park Rd. Baltimore, MD 22120		Trade Debt	<i>Contingent Disputed</i>	<b>\$375,883.45</b>
Downing Transportation c/o 2120 Church Ave. Troy, TX 76579		Trade Debt		<b>\$296,536.60</b>
Miller Wood Supply 1912 N. Weller Springfield, MO 65803		Trade Debt		<b>\$163,781.83</b>
Jan Pak Supply c/o U.S. Impact, Inc. PO Box 1746 Mandeville, LA 70470-1746		Trade Debt		<b>\$94,241.69</b>
Am-Tex Plastic Products 4510 Old Mexia Rd. Waco, TX 76705-9430		Trade Debt		<b>\$66,196.60</b>



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**UNITED STATES BANKRUPTCY COURT  
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IN RE: **Southern Mattress Company of Texas**

Case No.

Chapter **11**

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

*Continuation Sheet No. 1*

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address, including zip code	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 setoff	Amount of claim [if secured also state value of security]
Bedding Components PO Box 1946 Spartanburg, SC 29304		Trade Debt		<b>\$55,771.13</b>
Texas Pocket Springs Technology, Inc. c/o Cain & Associates 121 S. Westmeadow, Suite A Cleburne, TX 76033		Trade Debt		<b>\$54,879.55</b>
Catalyst Finance, LP 1136 N. Kirkwood Rd. Houston, TX 77043		Trade Debt	<i>Disputed</i>	<b>\$52,899.00</b>
Associated Truss & Lumber Co. 388 South Larkin Rd. Sunnyvale, TX 75182		Trade Debt		<b>\$43,336.00</b>
Victory Packaging, LP c/o Barnett & Garcia 3821 Juniper Trace, Suite 108 Austin, TX 78738		Trade Debt		<b>\$23,499.26</b>
Pratrivero USA 50 Commerce Center Greenville, SC 29615		Trade Debt		<b>\$19,783.00</b>
Discover Card PO Box 6103 Carol Stream, IL 60197-6103		Trade Debt	<i>Disputed</i>	<b>\$19,132.65</b>

B4 (Official Form 4) (12/07)

**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION**

IN RE: **Southern Mattress Company of Texas**

Case No.

Chapter **11**

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

*Continuation Sheet No. 2*

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address, including zip code	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 setoff	Amount of claim [if secured also state value of security]
Southeastern Freight Lines, Inc. c/o Synter Resource Group, LLC 5935 Rivers Avenue Suite 102 North Charleston, SC 29419-3247		Trade Debt		<b>\$16,077.27</b>
Carpenter Co c/o Barnett & Garcia Attn: Matt Garcia 3821 Juniper Trace Suite 108 Austin, TX 78738		Trade Debt		<b>\$14,815.89</b>
Wells Fargo Leasing Customer Svc MAC F4031-050 800 Walnut Street Des Moines, IA 50309-3605		Trade Debt	<i>Disputed</i>	<b>\$12,417.27</b>
Lady Americana Associates, Inc. PO Box 440215 Kennesaw, GA 30144		Trade Debt		<b>\$11,856.00</b>
Wells Fargo Leasing Customer Svc Acct # 001-0083903-002 800 Walnut St. MAC N0005-050 Des Moines, IA 50309		Trade Debt	<i>Disputed</i>	<b>\$9,964.70</b>
Lampe USA 3660 NC Highway 770 #A Stoneville, NC 27048		Trade Debt		<b>\$9,503.97</b>
MDC Wallcoverings c/o J. Favier Anziani Freedman & Price, PC 105 W. 8th Street Austin, TX 78701		Trade Debt		<b>\$9,102.26</b>

B4 (Official Form 4) (12/07)

**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION**

IN RE: **Southern Mattress Company of Texas**

Case No.

Chapter **11**

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

*Continuation Sheet No. 3*

**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A 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 and that it is true and correct to the  
best of my information and belief.

Date:   **3/28/2013**                                

Signature:   **/s/ Rodney Frazier**                                  
**Rodney Frazier**  
**President**

**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION**

IN RE: **Southern Mattress Company of Texas**

CASE NO

CHAPTER **11**

**VERIFICATION OF CREDITOR MATRIX**

The above named Debtor hereby verifies that the attached list of creditors is true and correct to the best of his/her knowledge.

Date 3/28/2013

Signature /s/ Rodney Frazier  
**Rodney Frazier**  
**President**

Date \_\_\_\_\_

Signature \_\_\_\_\_

Accord Creditor Services, LLC  
PO Box 10002  
Newman, GA 30271

Baird, Crews, Schiller & Whitak  
Kristin Murphy  
15 North Main Street  
Temple, TX 76501

Central Freight  
c/o Caine & Weiner  
1699 East Woodfield Rd.  
Schaumburg, IL 60173

Advance Urethane Technologies  
187 Route 36, Suite 101  
West Long Branch, NJ 07764

Baker, Govern & Baker  
7771 W. Oakland Park Blvd. Suit  
Ft. Lauderdale, FL 33351

Central Freight Lines - Primes  
5601 W. Waco Dr.  
Waco, Texas 76710

Advanced Urethane Technology  
18 Route 36 - Suite 101  
West Long Beach, NJ 07764

Barron & Newburger, PC  
c/o Lynn Saarinen  
1212 Guadalupe, Suite 104  
Austin, TX 78701-1837

Cisco, Inc.  
Dept 11994  
PO Box 1259  
Oaks, PA 19456

AEP, Inc.  
c/o Liz Brizzolara  
125 Phillips Avenue  
South Hackensack, NJ 07606

Bedding Components  
PO Box 1946  
Spartanburg, SC 29304

City National Bank of Taylor  
PO Box 1099  
Taylor, TX 76574

Am-Tex Plastic Products  
4510 Old Mexia Rd.  
Waco, TX 76705-9430

Bug Master Exterminating, Ltd.  
8411 I-35 N.  
Austin, TX 78753

Coats American  
3430 Toringdon Way Suite 301  
Charlotte, NC 28277

American Bureau of Collections,  
1100 Main St.  
Buffalo, NY 14209

C H Robinson - Fort Worth  
Receivables Control Corporation  
PO Box 9658  
Minneapolis, MN 55440-9658

Contract Resolve Group, LLC  
Attention: Ricky Stevens  
400 N. Saint Paul Suite 730  
Dallas, TX 7201

American Express  
Travel Related Services Co., In  
PO Box 53773  
Phoenix, AZ 85072-3773

Carpenter Co  
c/o Barnett & Garcia  
Attn: Matt Garcia  
3821 Juniper Trace Suite 108  
Austin, TX 78738

Dematic  
507 Plymouth Avenue, NE  
Grand Rapids, MI 49505

Associated Truss & Lumber Co.  
388 South Larkin Rd.  
Sunnyvale, TX 75182

CaseStack, Inc.  
Accounts Recievable  
File #51030  
Los Angeles, CA 90074-1030

Discover Card  
PO Box 6103  
Carol Stream, IL 60197-6103

AT&T  
c/o Cisco, Inc.  
1702 Townhurst Drive  
Houston, Texas 77043

Catalyst Finance, LP  
1136 N. Kirkwood Rd.  
Houston, TX 77043

Downing Transportation  
c/o 2120 Church Ave.  
Troy, TX 76579

Automatic Fire Protection, Inc.  
PO Box 1551  
San Angelo, TX 76902

CBCS  
PO Box 163250  
Columbus, OH 43216-3250

Entergy Louisana, Inc.  
c/o Convergent Commerical, Inc.  
925 Westchester Ave., Suite 101  
White Plains, NY 10604

Euler Hermes UMA  
600 South 7th Street  
Louisville, KY 40201-1672

Green Mountain Energy  
PO Box 650001  
Dallas, TX 75265-0001

Komar Alliance  
c/o Freedman & Price, P.C.  
105 West 8th St.  
Austin, TX 78701

Fed-Ex  
Dept CH PO Box 10306  
Palatine, IL 60055-0306

Harris County Tax Assessor Coll  
c/o Mike Sullivan  
PO Box 4576  
Houston, TX 77210-4576

Lady Americana Associates, Inc.  
PO Box 440215  
Kennesaw, GA 30144

FedEx  
US Collections Department  
PO Box 660481  
Dallas, TX 75266-0481

Harris County Tax Assessor Coll  
Mike Sullivan  
PO Box 4576  
Houston, TX 77210-4576

Lampe USA  
3660 NC Highway 770 #A  
Stoneville, NC 27048

FedEx Priority  
c/o RMS  
4836 Brecksville Rd.  
PO Box 523  
Richfield, OH 44286

Harris County, Tax Assessor Col  
Mike Sullivan  
PO Box 4576  
Houston, Texas 77210-4576

Lava USA, Inc.  
55 Sleep Time Drive  
Waterloo, SC 29384

Fedex TechConnet  
c/o Law Offices of Weinstock & O'Ma  
105 White Oak Lane 2nd Floor  
Old Bridge, NJ 08857

Hartzog Conger Cason & Neville  
Rick L. Warren  
201 Robert S. Kerr Avenue  
1600 Bank of Oklahoma Plaza  
Oklahoma City, TX 73102-4216

Law Office of Geoffrey C. Price  
6010 Balcones Drive, Suite 100  
Austin, Texas 78731

Ferrellgas  
PO Box 1003  
Liberty, MO 64069

Holcombe Bomar, PA  
100 Dundar St. Suite 200  
Spartanburg, SC 29306

Law Office of Georffrey C. Price  
6010 Balcones Drive, Suite 100  
Austin, Texas 78731

Financial Adjustment Service, I  
13400 S. Rt. 59  
Suite 116-210  
Plainfield, IL 60585

Homeland Security Investigation  
300 East 8th Street, Suite 771  
Austin, TX 78701

Law Offices of Weinstock & O'Ma  
105 White Oak Lane 2nd Floor  
Old Bridge, NJ 08857

Flat Iron Capital  
1700 Lincoln St., 12th Floor  
Denver, CO 80203

Intertek  
2 Riverway, Suite 500  
Houston, TX 77056

Leggett & Platt  
PO Box 757  
1 Leggett Rd.  
Carthage, MO 64836

Freedman & Price, P.C.  
2819 Dallas Avenue  
Missouri City, TX 77459

Jan Pak Supply  
c/o U.S. Impact, Inc.  
PO Box 1746  
Mandeville, LA 70470-1746

Linebarger Goggan Blair & Sampson  
PO Box 3064  
Houston, TX 77253-3064

Grainger  
Credit Dept.  
2601 E. Plano Pkwy  
Plano, TX 75074-7416

John Malone  
1838 N. Valley Mills Drive  
Waco, Texas 76710

LoneStar Overnight  
PO Box 149225  
Austin, TX 78714-9225

Maddrey Etringer Smith Hollowel  
Matthew Smith  
PO Box 507  
Eden, NC 27289-0507

Plastic Monofil  
c/o Anita Calvert-Reak  
28 Industrial Drive  
Milton, VT 05468

Terminix Pest Control  
PO Box 8668  
Metairie, LA 70011

McCreary Veselka, Bragg & Allen  
904 South Main, Suite 100  
Georgetown, TX 78626

Pratrivero USA  
50 Commerce Center  
Greenville, SC 29615

Texas Pocket Springs Technology  
c/o Cain & Associates  
121 S. Westmeadow, Suite A  
Cleburne, TX 76033

MDC Wallcoverings  
c/o J. Favier Anziani  
Freedman & Price, PC  
105 W. 8th Street  
Austin, TX 78701

QBE North American  
827 Seneca Park Rd.  
Baltimore, MD 22120

Transworld Systems, Inc. - Coll  
2235 Mercury Way #275  
Santa Rose, CA 95407

Metro Lift Propane  
PO Box 2737  
Reserve, LA 70084

Reliant Energy Retail Service  
c/o NCO Financial Systems, Inc.  
507 Prudential Rd.  
Horsham, PA 19044

Victory Packaging, LP  
c/o Barnett & Garcia  
3821 Juniper Trace, Suite 108  
Austin, TX 78738

Miller Wood Supply  
1912 N. Weller  
Springfield, MO 65803

Richard James & Assoc.  
Attn: Sonny Smith  
4317 NE Thurston Way-Suite 270  
Vancouver, WA 98662

Wells Fargo Leasing  
800 Walnut St. MAC N0005-050  
Des Moines, IA 50309

Mobile Mini  
c/o Vengroff Williams, Inc.  
PO Box 4155  
Sarasota, FL> 34230-4155

Ryder Truck Rentals  
c/o Walter D. White APLC  
220 Travis St - Suite 500  
Shreveport, LA 71101

Wells Fargo Leasing Customer Sv  
MAC F4031-050  
800 Walnut Street  
Des Moines, IA 50309-3605

Nationwide Credit, Inc.  
2002 Summit Blvd, Suite 600  
Atlanta, GA 30319

Service Lloyds Insurance Compan  
PO Box 26850  
Austin, TX 78755-0850

Wells Fargo Leasing Customer Sv  
Acct # 001-0083903-002  
800 Walnut St. MAC N0005-050  
Des Moines, IA 50309

North Shore Agency  
Fedex Revenue Recovery Dept.  
PO Box 660481  
Dallas, TX 75266-0481

Southeastern Freight Lines, Inc  
c/o Synter Resource Group, LLC  
5935 Rivers Avenue Suite 102  
North Charleston, SC 29419-3247

Williamson County Tax Office  
904 South Main  
Georgetown, TX 78626-5829

Old Dominion Freight Line, Inc.  
c/o McCarthy, Burgess & Wolff  
26000 Cannon Rd.  
Cleveland, OH 44146

Sprint  
c/o Diversified Adjustment Serv  
600 Coon Rapids Blvd.  
Coon Rapids, MN 55433

Williamson County Tax Office  
904 South Main  
Georgetown, TX 78626-5829

Pitney Bowes Global Fincl Svcs  
c/o Caine & Weiner  
PO Box 5010  
Woodland Hills, CA 91365-5010

Synter Resource Group, LLC  
5935 Rivers Avenue, Suite 102  
North Charleston, SC 29406