

**United States Bankruptcy Court
Eastern District of Virginia**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): The Mattress King, Inc.	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):	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) No./Complete EIN (if more than one, state all) 54-1171670	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 6000 B West Broad Street Richmond, VA	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 23230	ZIP Code
County of Residence or of the Principal Place of Business: Henrico	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code

Location of Principal Assets of Business Debtor (if different from street address above):

<p>Type of Debtor (Form of Organization) (Check one box)</p> <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.)	<p>Nature of Business (Check one box)</p> <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	<p>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)</p> <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
<p>Tax-Exempt Entity (Check box, if applicable)</p> <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		<p>Nature of Debts (Check one box)</p> <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.

<p>Filing Fee (Check one box)</p> <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.	<p>Chapter 11 Debtors</p> <p>Check one box:</p> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). <p>Check if:</p> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. <p>Check all applicable boxes:</p> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information

Debtor estimates that funds will be available for distribution to unsecured creditors.
 Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors

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

Estimated Assets

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

Estimated Liabilities

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

THIS SPACE IS FOR COURT USE ONLY

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): The Mattress King, Inc.
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: - None -	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;">Exhibit A</p> <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> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
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Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

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.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

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.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

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)

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

Debtor has included in 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.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

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

Name of Debtor(s):

The Mattress King, Inc.

Signatures

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

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

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

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

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

(Check only one box.)

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

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

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X /s/ Bruce E. Arkema
Signature of Attorney for Debtor(s)

Bruce E. Arkema 18625
Printed Name of Attorney for Debtor(s)

Cantor Arkema, P.C.
Firm Name

1111 East Main Street, 16th Floor
Post Office Box 561
Richmond, VA 23218-0561

Address

(804) 644-1400 Fax: (804) 225-8706
Telephone Number

January 30, 2009
Date

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

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(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.

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

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

Address

X _____
Date

Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

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

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

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

Signature of Debtor (Corporation/Partnership)

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

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

X /s/ Anil K. Gulati
Signature of Authorized Individual

Anil K. Gulati
Printed Name of Authorized Individual

President
Title of Authorized Individual

January 30, 2009
Date

United States Bankruptcy Court
Eastern District of Virginia

In re **The Mattress King, Inc.**

Debtor(s)

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)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
A. W. Industries - Serta 8415 Ardmore Road Hyattsville, MD 20785	A. W. Industries - Serta 8415 Ardmore Road Hyattsville, MD 20785	Mattress Sales		1,271,155.88
Alvah I, LLC and Alvah II, LLC c/o Mitchell B. Weitzman 2300 Wilson Boulevard, 7th Fl Arlington, VA 22201	Alvah I, LLC and Alvah II, LLC c/o Mitchell B. Weitzman 2300 Wilson Boulevard, 7th Fl Arlington, VA 22201	Closed Store		26,182.36
Briar Oak Investments PO Box 13366 Roanoke, VA 24033	Briar Oak Investments PO Box 13366 Roanoke, VA 24033	Rent/cam/tax/ins.		21,672.00
Daily News Record PO box 193 Harrisonburg, VA 22803	Daily News Record PO box 193 Harrisonburg, VA 22803	Advertising		19,941.37
Daily Progress PO Box 9030 Charlottesville, VA 22906	Daily Progress PO Box 9030 Charlottesville, VA 22906	Advertising		33,499.83
Danville Register & Bee PO Box 331 Danville, VA 24543	Danville Register & Bee PO Box 331 Danville, VA 24543	Advertising		18,039.38
ELS, LLC 19036 Kipheart Dr. Leesburg, VA 20176	ELS, LLC 19036 Kipheart Dr. Leesburg, VA 20176	Rent/cam/tax/ins.		45,593.13
Frontier Development, LLC c/o Allison Zizzo 4705 Columbus Street Virginia Beach, VA 23462	Frontier Development, LLC c/o Allison Zizzo 4705 Columbus Street Virginia Beach, VA 23462	Closed Store Judgment Lien		30,000.00
Hanover Village Shopping Ctr PO Box 822179 Philadelphia, PA 19182	Hanover Village Shopping Ctr PO Box 822179 Philadelphia, PA 19182	rent/cam/tax/ins		26,257.78
Holiday Signs 11930 Old Stage Road Chester, VA 23836	Holiday Signs 11930 Old Stage Road Chester, VA 23836	Signage		66,060.90
International Bedding co. 6434 NW 5th St. Fort Lauderdale, FL 33309	International Bedding co. 6434 NW 5th St. Fort Lauderdale, FL 33309	Mattress Sale	Disputed	400,568.29

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Market Place Shops, LLC PO Box 5023 Richmond, VA 23220	Market Place Shops, LLC PO Box 5023 Richmond, VA 23220	rent/cam/tax/ins		29,003.22
NRV LLC 7011 Hollyberry Rd. Roanoke, VA 24018	NRV LLC 7011 Hollyberry Rd. Roanoke, VA 24018	rent/cam/tax/ins		30,216.62
Richmond Times-Dispatch Post Office Box 27775 Richmond, VA 23261-7775	Richmond Times-Dispatch Post Office Box 27775 Richmond, VA 23261-7775	Advertising		57,864.81
Roanoke Times P.O. Box 1951 Roanoke, VA 24008	Roanoke Times P.O. Box 1951 Roanoke, VA 24008	Advertising		23,307.63
Roslyn Farm Corp. PO Box 727 Colonial Heights, VA 23834	Roslyn Farm Corp. PO Box 727 Colonial Heights, VA 23834	rent/cam/tax/ins		36,016.62
Simmons 1 Concourse Pkwy. #80 Atlanta, GA 30328	Simmons 1 Concourse Pkwy. #80 Atlanta, GA 30328	Mattress sales		264,692.20
Spring Knoll, LLC PO Box 61564 Potomac, MD 20859	Spring Knoll, LLC PO Box 61564 Potomac, MD 20859	rent/cam/tax/ins		37,156.78
Ultra Shield PO Box 3150 West Somerset, KY 42564	Ultra Shield PO Box 3150 West Somerset, KY 42564	Mattress sale		19,491.62
Wards Crossing West, LLC 1320 Old Chain Bridge Rd. #400 Mc Lean, VA 22101	Wards Crossing West, LLC 1320 Old Chain Bridge Rd. #400 Mc Lean, VA 22101	rent/cam/tax/ins		36,279.35

**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 **January 30, 2009**Signature **/s/ Anil K. Gulati**

Anil K. Gulati
President

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

**United States Bankruptcy Court
Eastern District of Virginia**

In re **The Mattress King, Inc.**,
Debtor

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 must also 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	0.00		
B - Personal Property	Yes	3	1,386,178.98		
C - Property Claimed as Exempt	Yes	1			
D - Creditors Holding Secured Claims	Yes	1		408,195.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		60,770.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	21		2,719,218.10	
G - Executory Contracts and Unexpired Leases	Yes	3			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	Yes	1			0.00
J - Current Expenditures of Individual Debtor(s)	Yes	1			0.00
Total Number of Sheets of ALL Schedules		35			
Total Assets			1,386,178.98		
Total Liabilities				3,188,183.10	

**United States Bankruptcy Court
Eastern District of Virginia**

In re **The Mattress King, Inc.**
Debtor

Case No. _____

Chapter **11**

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

In re *The Mattress King, Inc.*
 Debtor

Case No. _____

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

Sub-Total > **0.00** (Total of this page)
 Total > **0.00**
 (Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re *The Mattress King, Inc.*
Debtor

Case No. _____

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply 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).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	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.		<i>Deposit in checking, savings or other financial accounts</i>	-	349,630.98
3. Security deposits with public utilities, telephone companies, landlords, and others.		<i>Security Deposits</i>	-	20,000.00
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.	X			
10. Annuities. Itemize and name each issuer.	X			
			Sub-Total >	369,630.98
			(Total of this page)	

2 continuation sheets attached to the Schedule of Personal Property

In re **The Mattress King, Inc.**
Debtor

Case No. _____

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	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).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		10% ownership in Gulati Real Estate	-	108,000.00
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Debtor's accounts receivable	-	30,000.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
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.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
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.	X			

 Sub-Total > **138,000.00**
 (Total of this page)
Sheet 1 of 2 continuation sheets attached
to the Schedule of Personal Property

In re **The Mattress King, Inc.**
Debtor

Case No. _____

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.		Mattress King Trademark	-	1.00
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.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		2004 GMC, cab & chas, mileage: 177010	-	12,000.00
		2004 GMC CAB & CHAS Mileage: 114816	-	12,000.00
		2001 Volkswagen Jetta 4 Door Sedan Mileage: 56218	-	5,000.00
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Office Equipment, Furnishings and Supplies	-	5,000.00
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.		Inventory	-	844,547.00
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.	X			

Sub-Total >	878,548.00
(Total of this page)	
Total >	1,386,178.98

(Report also on Summary of Schedules)

Sheet 2 of 2 continuation sheets attached
to the Schedule of Personal Property

In re **The Mattress King, Inc.**
Debtor

Case No. _____

SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

Debtor claims the exemptions to which debtor is entitled under:
(Check one box)

- 11 U.S.C. §522(b)(2)
- 11 U.S.C. §522(b)(3)

Check if debtor claims a homestead exemption that exceeds \$136,875.

Description of Property	Specify Law Providing Each Exemption	Value of Claimed Exemption	Current Value of Property Without Deducting Exemption
-------------------------	--------------------------------------	----------------------------	---

NONE.

In re **The Mattress King, Inc.**
Debtor

Case No. _____

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, 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). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor" ,include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

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 ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN							
Account No.	X -	Lien on all assets of the debtor							
Virginia Business Bank 9020 Stony Point Pkwy #225 Richmond, VA 23235		Value \$ 1,386,178.98						408,195.00	0.00
Account No.									
		Value \$							
Account No.									
		Value \$							
Account No.									
		Value \$							
Subtotal (Total of this page)								408,195.00	0.00
Total (Report on Summary of Schedules)								408,195.00	0.00

0 continuation sheets attached

In re **The Mattress King, Inc.**

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is 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).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

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 \$10,950* 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 \$5,400* 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 \$2,425* 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).

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

1 continuation sheets attached

In re The Mattress King, Inc.
Debtor

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

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

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B T O R	H W J C	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
									AMOUNT ENTITLED TO PRIORITY
Account No.									
Virginia Dep. of Taxation P.O. Box 27407 Richmond, VA 23261				Sales Tax audit remaining balance					0.00
							60,770.00		60,770.00
Account No.									
Account No.									
Account No.									
Account No.									

Sheet 1 of 1 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal (Total of this page)	60,770.00	0.00	60,770.00
Total (Report on Summary of Schedules)	60,770.00	0.00	60,770.00

In re **The Mattress King, Inc.**
 Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is 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). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

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.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. A. W. Industries - Serta 8415 Ardmore Road Hyattsville, MD 20785		Mattress Sales -				1,271,155.88
Account No. Allied Waste PO Box 9001099 Louisville, KY 40290		Dumpster Svc. -				123.02
Account No. Allied Waste Service P.O. Box 9001099 Louisville, KY 40290-1099		Dumpster Svc -				209.24
Account No. Allied Waste Service P.O. Box 9001099 Louisville, KY 40290-1099		Dumpster Svc. -				372.85
Subtotal (Total of this page)						1,271,860.99

20 continuation sheets attached

In re **The Mattress King, Inc.**, Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community			A M O U N T O F C L A I M			
		H W J C	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T		U N L I Q U I D A T E D	D I S P U T E D	
Account No. Allied Waste Services PO Box 9001099 Louisville, KY 40290	-		dumpster svc.					126.28
Account No. Allison Zizzo Huff Poole Mahoney, P.C. 4705 Columbus Street Virginia Beach, VA 23462	-		NOTICE ONLY Counsel for Frontier Development					0.00
Account No. Alvah I, LLC and Alvah II, LLC c/o Mitchell B. Weitzman 2300 Wilson Boulevard, 7th Fl Arlington, VA 22201	-		Closed Store					26,182.36
Account No. Anil and Maria Gulati 2410 Island View Drive Richmond, VA 23233	-		Stockholder Loan					22,440.00
Account No. Anthem Healthkeepers P.O. Box 26623 Richmond, VA 23261	-		Insurance					988.56
Sheet no. <u>1</u> of <u>20</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	49,737.20

In re **The Mattress King, Inc.**,
 Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.					
Account No. Appalachian Power PO Box 24413 Canton, OH 44701			Utility				170.67	
Account No. Atmos Energy PO Box 9001949 Louisville, KY 40290			Utility				57.10	
Account No. Briar Oak Investments PO Box 13366 Roanoke, VA 24033			Rent/cam/tax/ins.				21,672.00	
Account No. Cavalier Daily Inc. PO Box 400703 Charlottesville, VA 22904			Advertising				980.00	
Account No. City of Danville PO Box 3308 Danville, VA 24543			utility				703.18	
Sheet no. <u>2</u> of <u>20</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	23,582.95

In re **The Mattress King, Inc.**,
Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. City of Harrisonburg PO Box 1007 VA 22804			utility				46.36	
Account No. City of Richmond P.O. Box 26060 Richmond, VA 23274			utility				551.03	
Account No. Clear Channel Broadcasing Post Office Box 402584 Atlanta, GA 30384-2584			Advertising				36.04	
Account No. ColonialWebb 2820 Ackley Ave. Richmond, VA 23228			heat/ac repairs				4,447.51	
Account No. Columbia Gas of Richmond PO Box 742529 Cincinnati, OH 45274			utility				2,424.91	
Sheet no. <u>3</u> of <u>20</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	7,505.85

In re **The Mattress King, Inc.**,
 Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		D I S P U T E D	A M O U N T O F C L A I M
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.		
Account No. Comcast Spotlight PO Box 8500-52968 Philadelphia, PA 19178	-		Advertising		2,356.89
Account No. County of Stafford PO Box 7417 Merrifield, VA 22116	-		utility		12.61
Account No. Cox Communications PO Box 9001088 Louisville, KY 40290	-		Internet		243.50
Account No. Crystal Springs PO Box 660579 Dallas, TX 75266	-		Bottled Water		13.90
Account No. Daily News Record PO box 193 Harrisonburg, VA 22803	-		Advertising		19,941.37
Sheet no. <u>4</u> of <u>20</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)	22,568.27

In re **The Mattress King, Inc.**,
Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C							
Account No. Daily Progress PO Box 9030 Charlottesville, VA 22906			-	Advertising				33,499.83	
Account No. Danville Register & Bee PO Box 331 Danville, VA 24543			-	Advertising				18,039.38	
Account No. Daylight Transport, LLC Post Office Box 93155 Long Beach, CA 90809			-	Freight				104.47	
Account No. Dennis Englisby Englisby, Vaughn & Slone 10101 Iron Bridge Road Chesterfield, VA 23832			-	NOTICE ONLY Counsel for Hixon				0.00	
Account No. DEX 8400 Innovation Way Chicago, IL 60682			-	Advertising				208.68	
Sheet no. <u>5</u> of <u>20</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims								Subtotal (Total of this page)	51,852.36

In re **The Mattress King, Inc.**,
 Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community			A M O U N T O F C L A I M
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.		
Account No. Dominion Virginia Power PO Box 26543 Richmond, VA 23290		-	utility		7,013.79
Account No. Dove Data Products PO Box 6106 Florence, SC 29502		-	Store Supplies		585.66
Account No. Efficient Roll Off Recycling PO Box 250 Culpeper, VA 22701		-	Dumpster svc.		488.00
Account No. EHSV PO Box 281900 Atlanta, GA 30384		-	Advertising		136.00
Account No. Elcom of VA/WTVR-TV PO Box 11407 Birmingham, AL 35202		-	Advertising		3,225.75
Sheet no. <u>6</u> of <u>20</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)	11,449.20

In re **The Mattress King, Inc.**, Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		D I S P U T E D	A M O U N T O F C L A I M
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.		
Account No. ELS, LLC 19036 Kipheart Dr. Leesburg, VA 20176			Rent/cam/tax/ins.		45,593.13
Account No. Faisal Qureshi 2809 Emerywood Parkway Suite 540 Richmond, VA 23294		-	NOTICE ONLY counsel for USRP I, LLC		0.00
Account No. FR Shoppers World, LLC PO Box 8500-9320 Philadelphia, PA 19178		-	rent/cam/tax/ins		3,741.11
Account No. Free Lance Star 616 Amelia Street Fredericksburg, VA 22401		-	Advertising		10,493.27
Account No. Frontier Development, LLC c/o Allison Zizzo 4705 Columbus Street Virginia Beach, VA 23462		-	Closed Store Judgment Lien		30,000.00
Sheet no. <u>7</u> of <u>20</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)	89,827.51

In re **The Mattress King, Inc.**,
Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Gentry R. P. Ferrell Phillips Morrison Johnson & Fe 12576 Wards Road Rustburg, VA 24588			NOTICE ONLY Counsel for Vitales				0.00	
Account No. Greenville Real Estate 2903 N. Augusta Street Staunton, VA 24401			rent/cam/tax/ins				5,217.72	
Account No. Handy Helpers 10 Patriot Lane Palmyra, VA 22963			Delivery Driver				1,222.00	
Account No. Hanover county PO Box 470 Hanover, VA 23069			Utility				402.41	
Account No. Hanover Village Shopping Ctr PO Box 822179 Philadelphia, PA 19182			rent/cam/tax/ins				26,257.78	
Sheet no. 8 of 20 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	33,099.91

In re **The Mattress King, Inc.**, Case No. _____
 Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Harrisonburg Electric Commissi 89 W Bruce Street Harrisonburg, VA 22801		-	Utility				316.83	
Account No. HHSV PO Box 281900 Atlanta, GA 30384		-	Advertising				68.00	
Account No. Hirschler Fleischer Post Office Box 500 Richmond, VA 23218-0500		-	Legal Exp.				519.70	
Account No. Holiday Signs 11930 Old Stage Road Chester, VA 23836		-	Signage				66,060.90	
Account No. Hong Suk "Paul" Chung 11921 Rockville Pike 3rd Floor Rockville, MD 20852		-	NOTICE ONLY Counsel for Spring Knoll, LLC				0.00	
Sheet no. <u>9</u> of <u>20</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	66,965.43

In re **The Mattress King, Inc.**,
 Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Inland Southern Property 4687 Paysphere Circle Chicago, IL 60674		-	rent/cam/tax/ins				757.14	
Account No. Internal Revenue Service Special Procedures/Support Sta 400 North 8th Street Richmond, VA 23240		-	NOTICE ONLY				0.00	
Account No. International Bedding co. 6434 NW 5th St. Fort Lauderdale, FL 33309		-	Mattress Sale			X	400,568.29	
Account No. Mantua MFG Co. PO Box 714304 Columbus, OH 43271		-	Mattress Sale				15,386.16	
Account No. Market Place Shops, LLC PO Box 5023 Richmond, VA 23220		-	rent/cam/tax/ins				29,003.22	
Sheet no. <u>10</u> of <u>20</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	445,714.81

In re **The Mattress King, Inc.**,
Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Marsh USA, Inc. PO Box 19601 Newark, NJ		-	accountant retained for ins. claim				10,175.00	
Account No. Mattress Marshalls 7900 NW 18 Court Pompano Beach, FL 33063		-	customer bed inspection fees				2,600.00	
Account No. Mitchell B. Weitzman Bean Kinney & Korman, P.C. 2300 Wilson Boulevard, 7th Fl Arlington, VA 22201		-	NOTICE ONLY Counsel for Alvah Group				0.00	
Account No. My Network TV PO Box 7 Roanoke, VA 24022		-	Advertising				34.00	
Account No. News & Advance PO Box 10129 Lynchburg, VA 24506		-	Advertising				14,557.87	
Sheet no. <u>11</u> of <u>20</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	27,366.87

In re **The Mattress King, Inc.**,
Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. News Leader PO Box 59 Staunton, VA 24402			Advertising				8,443.44	
Account No. NRV LLC 7011 Hollyberry Rd. Roanoke, VA 24018			rent/cam/tax/ins				30,216.62	
Account No. Old Dominion Freight PO Box 198475 Atlanta, GA 30384			Freight				395.67	
Account No. Old Dominion Truck Leasing PO Box 758770 Baltimore, MD 21275			warehouse truck lease				5,456.31	
Account No. Pollard & Bagby, Inc. 2 South First St. Richmond, VA 23218			rent/cam/tax/ins				1,349.69	
Sheet no. <u>12</u> of <u>20</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	45,861.73

In re **The Mattress King, Inc.**,
 Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Progress Index 15 Franklin Street Post Office Box 71 Petersburg, VA 23804		-	Advertising				2,100.00	
Account No. Property Investment Group PO Box 171 Midlothian, VA 23113		-	rent/cam/tax/ins				12,073.52	
Account No. Quarles 1701 Fall Hill Avenue Suite 300 Fredericksburg, VA 22401		-	Truck Fuel				3,533.98	
Account No. Richmond Times-Dispatch Post Office Box 27775 Richmond, VA 23261-7775		-	Advertising				57,864.81	
Account No. Roanoke Times P.O. Box 1951 Roanoke, VA 24008		-	Advertising				23,307.63	
Sheet no. <u>13</u> of <u>20</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	98,879.94

In re **The Mattress King, Inc.**,
Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		D I S P U T E D	A M O U N T O F C L A I M
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.		
Account No. Robert Douglas 8715 W. Broad St. Richmond, VA 23230			Rent/cam/tax/ins.		13,309.59
Account No. Roberts Oxygen Co., Inc 15830 Redmond Rd. Derwood, MD 20855		-	Supply		428.87
Account No. Roslyn Farm Corp. PO Box 727 Colonial Heights, VA 23834		-	rent/cam/tax/ins		36,016.62
Account No. Salvatore and Antonia Vitale c/o Gentry R. P. Ferrell 12576 Wards Road Rustburg, VA 24588		-	Closed store		1.00
Account No. Save on Signs 238 W. Madison Ave. Vinton, VA 24179		-	sign repairs		344.50
Sheet no. <u>14</u> of <u>20</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)	50,100.58

In re **The Mattress King, Inc.**,
 Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Security Enterprises 6009 Fox Tr. Danville, VA 24540			Delivery				8,130.99	
Account No. Shenandoah Valley Water Co. PO Box 2339 Staunton, VA 24402							63.35	
Account No. Short Pump Corner, LC P.O. Box 29393 Richmond, VA 23242			Lease 11569 and 11571 West Broad St.				1.00	
Account No. Simmons 1 Concourse Pkwy. #80 Atlanta, GA 30328			Mattress sales				264,692.20	
Account No. Spring Knoll, LLC PO Box 61564 Potomac, MD 20859			rent/cam/tax/ins				37,156.78	
Sheet no. <u>15</u> of <u>20</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	310,044.32

In re **The Mattress King, Inc.**,
Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Stafford county Treasurer PO Box 5000 Stafford, VA 22555			Property Tax				295.98	
Account No. Staples Business Advantage PO Box 415256 Boston, MA			Store Supplies				360.66	
Account No. Treasurer of Spotsylvania PO Box C-9000 Spotsylvania, VA 22553			Property Tax				9.81	
Account No. Treasurer of Spotsylvania PO Box C-9000 Spotsylvania, VA 22553			Utility				8.20	
Account No. Ultra Shield PO Box 3150 West Somerset, KY 42564			Mattress sale				19,491.62	
Sheet no. <u>16</u> of <u>20</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	20,166.27

In re **The Mattress King, Inc.**,
Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Updike Industries PO Box 1745 Culpeper, VA 22701			Supply				238.68	
Account No. USRP I, LLC 6555 Mechanicsville Tnpk. Mechanicsville, VA 23111			closed store				1.00	
Account No. Verizon PO Box 660720 Dallas, TX 75266			phones				1,377.97	
Account No. Verizon Wireless PO Box 25505 Lehigh Valley, PA 18002			company cell phones				2,229.64	
Account No. Virginia Paint Distrubuting Co 14318 Lander Rd. Midlothian, VA 23113			rent/cam/tax/ins				5,097.78	
Sheet no. <u>17</u> of <u>20</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	8,945.07

In re **The Mattress King, Inc.**,
Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. W. A. Hixon and June Hixon c/o Dennis Englisby 10101 Iron Bridge Road Chesterfield, VA 23832			Closed store				1.00	
Account No. Wards Crossing West, LLC 1320 Old Chain Bridge Rd. #400 Mc Lean, VA 22101			rent/cam/tax/ins				36,279.35	
Account No. Waste Management PO Box 13648 Philadelphia, PA 19101			Dumpster svcs.				229.03	
Account No. WDBJ PO Box 7 Roanoke, VA 24022			Advertising				7,616.00	
Account No. Wesley Allen PO Box 54478 Terminal Annex Los Angeles, CA 90054			Mattress Sale				3,504.78	
Sheet no. <u>18</u> of <u>20</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	47,630.16

In re **The Mattress King, Inc.**,
 Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		D I S P U T E D	A M O U N T O F C L A I M
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.		
Account No. Western Virginia Water PO Box 1140 Roanoke, VA 24006			Utility		21.27
Account No. WHSV 50 North Main St. Harrisonburg, VA 22802			Advertising		1,564.00
Account No. Willow Lawn Service Center 5312 W. Broad St. Richmond, VA 23230			Delivery Truck Repairs		4,890.30
Account No. Worldwide Express PO Box 922817 Norcross, GA 30010			Shipping		715.83
Account No. Worldwide Property Mgmt PO Box 246 Montrose, NY 10548			Dumpster Svc.		188.28
Sheet no. <u>19</u> of <u>20</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)	7,379.68

In re **The Mattress King, Inc.**,
Debtor

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community			A M O U N T O F C L A I M
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.		
Account No. WSET - TV PO Box 11588 Lynchburg, VA 24506		-	Advertising		11,747.00
Account No. WLSL-TV PO Box 10 Roanoke, VA 24022		-	Advertising		6,999.75
Account No. WWBT TV 12 PO Box 12 Richmond, VA 23218		-	Advertising		9,932.25
Account No.					
Account No.					
Sheet no. <u>20</u> of <u>20</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page) 28,679.00
					Total (Report on Summary of Schedules) 2,719,218.10

In re **The Mattress King, Inc.**
Debtor

Case No. _____

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 or 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.
Alvah I, LLC and Alvah II, LLC	Docstone Commons, Stafford Virginia Feb 2005 start lease, 15 year lease LEASE TO BE REJECTED
Anil and Maria Gulati 2410 Island View Drive Richmond, VA 23233	Owners of warehouse located at 6000 B West Broad St., Richmond VA23229
Briar Oak Investments PO Box 13366 Roanoke, VA 24033	Retail lease at: 3846 Electric Road Roanoke, VA 24018 5 year and 3 month lease starting 2001
Cosner's Corner West, LLC 1201 Central Park Boulevard Fredericksburg, VA 22401	Retail lease at: Cosner's Corner West development in Spotsylvania County, Virginia Dec.2006 lease, 10 year lease
Dell Financial Services L.P. One Dell Way Round Rock, TX 78682	Office Equipment Lease at 6000 B West Broad St, Richmond VA 23230
ELS, LLC 19036 Kipheart Dr. Leesburg, VA 20176	Retail Lease: Rt. 3, Fredericksburg LEASE TO BE REJECTED
Frontier Development, LLC 4215 South Amherst Highway Madison Heights, VA 24572	Retail lease at: 4215 South Amherst Highway Madison Heights, VA 24572 LEASE TO BE REJECTED
GMAC P.O. Box 9001948 Louisville, KY 40290	Cadillac
Loupassi Properties c/o Pollard & Bagby, Inc. P.O. Bo 2488 Richmond, VA 23218	Retail Lease at: 6000 B West Broad Street, Henrico County, Virginia January 1, 2008 to December 31, 2010
Market Street Partners, LLC c/o Kite Development Corp 6610 N. Shadeland Ave., Suite Indianapolis, IN 46220	Retail Lease at: Market Places Shoppes, Harrisonburg, VA Ten year lease starting September 1999

In re The Mattress King, Inc.

Case No. _____

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

(Continuation Sheet)

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.
NRV, LLC 7011 Hollyberry Rd Roanoke, VA 24018	Retail lease at: Village Square in Christianburg, VA 5 year lease with 5 year renewal option June 1, 2006 start date LEASE TO BE REJECTED
Property Investment Group PO Box 171 Midlothian, VA 23113	Retail lease at 10825 Midlothian Turnpike Mach 1, 2002 - 5 year lease.
QIJY, Inc. 809 Main St. Suite 200 Newport News, VA 23605	Retail lease at: Suite B, 10087 Brook Road, Glen Allen, Virginia December 1, 2002 to November 30th, 2012
Ralph Doss Trust Gloria Walker 4111 Westover Dr. Danville, VA 24541	Retail Lease: 646-648 Piney Forest Rd., Danville, Virginia October 1, 2007 to September 30, 2009
Roslyn Farm Corp. PO Box 470 Petersburg, VA 23804	Retail Lease at: Colonial Heights Location Lease started in 1993 extended to April 2013
Salvatore and Antonia Vitale	Retail Lease at: 10702 Hull Street Rd. Midlothian, VA 23112
Short Pump Corner, LC P.O. Box 29393 Richmond, VA 23242	Retail lease at: Short Pump Corner Retail Richmond, VA 23233
Simmons and Partners, LLC 3850 Gaskins Rd. Suite 120 Richmond, VA 23233	Retail Lease at: southwest quadrant of the itnersection of Mechanicsville Turnpike and Creighton Road, Hanover County, VA Start date: March 1, 2008 to (five years three months) June 1, 2013
Spring Knoll, LLC PO Box 61564 Potomac, MD 20859	Retail lease at: 20 Plantation Drive Fredericksburg, VA 22406 March 1, 2007 to March 31,2012
Tile Properties 608 William Street Fredericksburg, VA 22401	Retail lease at: 1510 and 1514 Seminole Trail Charlottesville, Va May 1. 1990 to April 1995
USRP I, LLC	Retail Lease at: 6555 Mechanicsville Turnpike Mechanicsville, VA 23111

In re **The Mattress King, Inc.**,
Debtor

Case No. _____

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES
(Continuation Sheet)

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.
VA Beach Properties c/o Douglas Realty LLC 8715 W. Broad Street Richmond, VA	Retail Lease at: Douglas Park 8715 W. Broad Street Richmond VA including the Common Facilities July 1, 2002 to June 30, 2007
Virginia Paint Distributing Co 14318 Lander Rd. Midlothian, VA 23113	Retail lease at: 13617 Hull Street Rd. Midlothian, VA 23112 5 year lease starting 2003
W. A. Hixon and June Hixon	Retail Lease at: 10702 Hull Street Rd., Midlothian, VA 23112 LEASE TO BE REJECTED
Wards Crossing West, LLC 1320 Old Chain Bridge Rd. #400 Mc Lean, VA 22101	Retail lease at: northwest corner of Wards Ferry Road and Route 29, Lynchburg, Virginia 5 year lease starting September 2006
Waynesboro TC, LLC 1228 East Morehead Street Suite 200 Charlotte, NC 28204	Retail lease at: Town Cetner Shopping Center November, 2007 60 month lease

In re **The Mattress King, Inc.**
Debtor

Case No. _____

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 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
Anil K. and Maria Gulati 2410 Islandview Drive Richmond, VA 23233	Virginia Business Bank 9020 Stony Point Pkwy #225 Richmond, VA 23235

0 continuation sheets attached to Schedule of Codebtors

In re **The Mattress King, Inc.**

Case No. _____

Debtor(s)

SCHEDULE I - CURRENT INCOME OF INDIVIDUAL DEBTOR(S)

The column labeled "Spouse" must be completed in all cases filed by joint debtors and by every married debtor, whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. Do not state the name of any minor child. The average monthly income calculated on this form may differ from the current monthly income calculated on Form 22A, 22B, or 22C.

Debtor's Marital Status:	DEPENDENTS OF DEBTOR AND SPOUSE	
	RELATIONSHIP(S): None.	AGE(S):
Employment:	DEBTOR	SPOUSE
Occupation		
Name of Employer		
How long employed		
Address of Employer		

	DEBTOR	SPOUSE
INCOME: (Estimate of average or projected monthly income at time case filed)		
1. Monthly gross wages, salary, and commissions (Prorate if not paid monthly)	\$ <u>0.00</u>	\$ <u>0.00</u>
2. Estimate monthly overtime	\$ <u>0.00</u>	\$ <u>0.00</u>
3. SUBTOTAL	\$ <u>0.00</u>	\$ <u>0.00</u>
4. LESS PAYROLL DEDUCTIONS		
a. Payroll taxes and social security	\$ <u>0.00</u>	\$ <u>0.00</u>
b. Insurance	\$ <u>0.00</u>	\$ <u>0.00</u>
c. Union dues	\$ <u>0.00</u>	\$ <u>0.00</u>
d. Other (Specify): _____	\$ <u>0.00</u>	\$ <u>0.00</u>
	\$ <u>0.00</u>	\$ <u>0.00</u>
5. SUBTOTAL OF PAYROLL DEDUCTIONS	\$ <u>0.00</u>	\$ <u>0.00</u>
6. TOTAL NET MONTHLY TAKE HOME PAY	\$ <u>0.00</u>	\$ <u>0.00</u>
7. Regular income from operation of business or profession or farm (Attach detailed statement)	\$ <u>0.00</u>	\$ <u>0.00</u>
8. Income from real property	\$ <u>0.00</u>	\$ <u>0.00</u>
9. Interest and dividends	\$ <u>0.00</u>	\$ <u>0.00</u>
10. Alimony, maintenance or support payments payable to the debtor for the debtor's use or that of dependents listed above	\$ <u>0.00</u>	\$ <u>0.00</u>
11. Social security or government assistance (Specify): _____	\$ <u>0.00</u>	\$ <u>0.00</u>
	\$ <u>0.00</u>	\$ <u>0.00</u>
12. Pension or retirement income	\$ <u>0.00</u>	\$ <u>0.00</u>
13. Other monthly income (Specify): _____	\$ <u>0.00</u>	\$ <u>0.00</u>
	\$ <u>0.00</u>	\$ <u>0.00</u>
14. SUBTOTAL OF LINES 7 THROUGH 13	\$ <u>0.00</u>	\$ <u>0.00</u>
15. AVERAGE MONTHLY INCOME (Add amounts shown on lines 6 and 14)	\$ <u>0.00</u>	\$ <u>0.00</u>
16. COMBINED AVERAGE MONTHLY INCOME: (Combine column totals from line 15)	\$ <u>0.00</u>	

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

17. Describe any increase or decrease in income reasonably anticipated to occur within the year following the filing of this document:

In re **The Mattress King, Inc.** Debtor(s)

Case No. _____

SCHEDULE J - CURRENT EXPENDITURES OF INDIVIDUAL DEBTOR(S)

Complete this schedule by estimating the average or projected monthly expenses of the debtor and the debtor's family at time case filed. Prorate any payments made bi-weekly, quarterly, semi-annually, or annually to show monthly rate. The average monthly expenses calculated on this form may differ from the deductions from income allowed on Form 22A or 22C.

Check this box if a joint petition is filed and debtor's spouse maintains a separate household. Complete a separate schedule of expenditures labeled "Spouse."

1. Rent or home mortgage payment (include lot rented for mobile home)		\$	<u>0.00</u>
a. Are real estate taxes included?	Yes <u> </u> No <u>X</u>		
b. Is property insurance included?	Yes <u> </u> No <u>X</u>		
2. Utilities:		\$	<u>0.00</u>
a. Electricity and heating fuel		\$	<u>0.00</u>
b. Water and sewer		\$	<u>0.00</u>
c. Telephone		\$	<u>0.00</u>
d. Other _____		\$	<u>0.00</u>
3. Home maintenance (repairs and upkeep)		\$	<u>0.00</u>
4. Food		\$	<u>0.00</u>
5. Clothing		\$	<u>0.00</u>
6. Laundry and dry cleaning		\$	<u>0.00</u>
7. Medical and dental expenses		\$	<u>0.00</u>
8. Transportation (not including car payments)		\$	<u>0.00</u>
9. Recreation, clubs and entertainment, newspapers, magazines, etc.		\$	<u>0.00</u>
10. Charitable contributions		\$	<u>0.00</u>
11. Insurance (not deducted from wages or included in home mortgage payments)			
a. Homeowner's or renter's		\$	<u>0.00</u>
b. Life		\$	<u>0.00</u>
c. Health		\$	<u>0.00</u>
d. Auto		\$	<u>0.00</u>
e. Other _____		\$	<u>0.00</u>
12. Taxes (not deducted from wages or included in home mortgage payments)			
(Specify) _____		\$	<u>0.00</u>
13. Installment payments: (In chapter 11, 12, and 13 cases, do not list payments to be included in the plan)			
a. Auto		\$	<u>0.00</u>
b. Other _____		\$	<u>0.00</u>
c. Other _____		\$	<u>0.00</u>
14. Alimony, maintenance, and support paid to others		\$	<u>0.00</u>
15. Payments for support of additional dependents not living at your home		\$	<u>0.00</u>
16. Regular expenses from operation of business, profession, or farm (attach detailed statement)		\$	<u>0.00</u>
17. Other _____		\$	<u>0.00</u>
Other _____		\$	<u>0.00</u>

18. AVERAGE MONTHLY EXPENSES (Total lines 1-17. Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.) \$ 0.00

19. Describe any increase or decrease in expenditures reasonably anticipated to occur within the year following the filing of this document:

20. STATEMENT OF MONTHLY NET INCOME			
a. Average monthly income from Line 15 of Schedule I		\$	<u>0.00</u>
b. Average monthly expenses from Line 18 above		\$	<u>0.00</u>
c. Monthly net income (a. minus b.)		\$	<u>0.00</u>

**United States Bankruptcy Court
Eastern District of Virginia**

In re **The Mattress King, Inc.**
Debtor(s)

Case No. _____
Chapter **11**

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF 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 **37** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **January 30, 2009**

Signature **/s/ Anil K. Gulati**
Anil K. Gulati
President

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

**United States Bankruptcy Court
Eastern District of Virginia**

In re **The Mattress King, Inc.**

Debtor(s)

Case No. _____

Chapter

11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, 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).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more 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 full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

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
\$315,000.00	2009 Income to date
\$6,902,862.00	2008 Income
\$8,683,485.00	2007 Income

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

3. Payments to creditors

None *Complete a. or b., as appropriate, and c.*

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 (*) 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 creditor 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.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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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 \$5,475. 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 creditor 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.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
See Attached "Check History Report"		\$0.00	\$0.00

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
Gulati, Angela	2008 Payroll (from W-2) - \$10,000	\$11,200.00	\$0.00
Gulati, Steven	2009 Payroll - \$1,200		
	2008 Payroll -\$11,600 from W-@	\$11,975.00	\$0.00
Gulati, Anil	Miscellaneous - \$375 a/p check 64989 dated 4/4/08		
President	Monthly Expense - \$4,370	\$197,570.00	\$22,400.00
	Monthly Warehouse Rent (@\$6500) - \$78,000		
	Repay stockholder loan - \$5,000 + 8500 in form of vehicle at blue book value		
	2008 payroll - \$98,800		
	2009 payroll - \$11,400 between 1/2008 and 1/2009		
Gulati, Maria	Repay Stockholder Loan between 1/2008 - 1/2009	\$5,000.00	\$22,400.00

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
<i>Frontier Development, LLC v. The Mattress King</i> Case No. GV08012884 and GV0761688	<i>Suit for unpaid Rent</i>	<i>Richmond General District Court</i>	<i>Debtors' interrogatories Feb2</i>
<i>Hixon v. The Mattress King, Inc.</i> Case No. CL07-002863	<i>Suit for unpaid rent</i>	<i>Chesterfield Circuit Court</i>	<i>Settlement reached</i>
<i>International Bedding Corporation v. The Mattress King, Inc.</i> Case No. CL08-3194	<i>Suit for unpaid trade debt</i>	<i>Richmond Circuit Court</i>	<i>Pending</i>
<i>Vitale v. The Mattress King, Inc.</i> Case No. DV07002772-00	<i>Suit for unpaid rent</i>	<i>Bedford General District Court</i>	<i>Judgment entered</i>
<i>USRP I, LLC v. The Mattress King, Inc.</i> Case No. GV08-1681	<i>Suit for unpaid rent and possession</i>	<i>Hanover General District Court</i>	<i>Possession granted</i>
<i>Spring Knoll, LLC v. Mattress King, Inc</i> Case No. CL08-580	<i>Suit for unpaid rent</i>	<i>Fredericksburg Circuit Court</i>	<i>Pending</i>
<i>Alvah I, LLC and Alvah II, LLC v. The Mattress King, Inc</i> Case No. CL09-36	<i>Suit for unpaid rent</i>	<i>Stafford Circuit Court</i>	<i>Answer due Feb. 5</i>
<i>Kiln Creek v. Mattress King</i>			<i>Judgment entered Dec. 17 for \$26,000 - garnished from Mattress King account</i>
<i>The Leader Publishing Co. v. Mattress King</i> Case no. CL08-135	<i>Suit for unpaid advertising charges</i>	<i>Staunton Circuit Court</i>	<i>Trial Feb. 10, 2009</i>

- 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
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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.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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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.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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- 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.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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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.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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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
<i>Inventory \$715,467</i>	<i>Fire at warehouse</i>	<i>03/31/2008</i>
<i>Furniture, fixtures, office equipment \$15,350</i>	<i>Total recieved from Insurance to cover Inventory loss, furniture, fixtures, etc. and loss of income 1,094,128.00</i>	

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 the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
<i>See Attached</i>		

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
Anil K. Gulati President	December 2008	2001 Mercedes Benz. \$8,500.00 FMV. Partial stockholder loan repayment

- 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.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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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
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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.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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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.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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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
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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.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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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.

NAME

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:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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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.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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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.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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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.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Gulati Real Estate			Real Estate holding company Mattress King owns 10%	2005 to present

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.

NAME	ADDRESS
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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
Cindy Kandler 9062 Little Joselyn Mechanicsville, VA 23116	Last 6 years
Susan MecClure 6415 Crescent Parkway Richmond, VA 23226	Last 6 years
Kevin J. Perlowski, CPA 9409 Hull Street Road, Suite A Richmond, VA 23236	Last 6 years

None

b. List all firms or individuals who within the **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.

NAME	ADDRESS	DATES SERVICES RENDERED
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- 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

Mattress King, Inc.

ADDRESS

**Corporate Office
6000 B West Broad Street
Richmond, VA 23230**

Kevin J. Perlowski, CPA

**9409 Hull Street Road
Suite A
Richmond, VA 23236**

- 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

**Virginia Business Bank
9020 Stony Point Parkway
#225
Richmond, VA 23235**

DATE ISSUED

Various, last one issued 01/30/2009**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

12/31/07

INVENTORY SUPERVISOR

Store Managers

DOLLAR AMOUNT OF INVENTORY

(Specify cost, market or other basis)

Based on Cost \$1,582,763.15**12/31/2008****Store Managers****Based on cost \$644,547.00**

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

DATE OF INVENTORY

12/31/07

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS

**Mattress King, Inc
Corporate Office
6000 B West Broad Street
Richmond, VA 23230**

12/31/2008

**Mattres King, Inc.
Corporate Office
6000 B West Broad Street
Richmond, VA 23230**

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.

NAME AND ADDRESS

NATURE OF INTEREST

PERCENTAGE OF INTEREST

- 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

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.

NAME	ADDRESS	DATE OF WITHDRAWAL
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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 AND ADDRESS	TITLE	DATE OF TERMINATION
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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.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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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.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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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.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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 January 30, 2009

Signature /s/ Anil K. Gulati
Anil K. Gulati
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

United States Bankruptcy Court
Eastern District of Virginia

In re The Mattress King, Inc. Debtor(s)

Case No. Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor(s) and that compensation paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

Table with 2 columns: Description of services and Amount. Rows include: For legal services, I have agreed to accept; Prior to the filing of this statement I have received; Balance Due. All amounts are 0.00.

2. \$ 0.00 of the filing fee has been paid.

3. The source of the compensation paid to me was:
Debtor (checked) Other (specify)

4. The source of compensation to be paid to me is:
Debtor (checked) Other (specify)

5. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.
I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached. See attached

6. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:
a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
d. Other provisions as needed:
Negotiations with secured creditors to reduce to market value; exemption planning; preparation and filing of reaffirmation agreements and applications as needed; preparation and filing of motions pursuant to 11 USC 522(f)(2)(A) for avoidance of liens on household goods.

7. By agreement with the debtor(s), the above-disclosed fee does not include the following services:

CERTIFICATION

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

January 30, 2009

Date

/s/ Bruce E. Arkema

Bruce E. Arkema 18625

Signature of Attorney

Cantor Arkema, P.C.

Name of Law Firm

1111 East Main Street, 16th Floor

Post Office Box 561

Richmond, VA 23218-0561

(804) 644-1400 Fax: (804) 225-8706

For use in Chapter 13 Cases where Fees Requested Not in Excess of \$3,000

(For all Cases Filed on or after 10/17/2005)

**NOTICE TO DEBTOR(S) AND STANDING TRUSTEE
PURSUANT TO INTERIM PROCEDURE 2016-1(C)(7)**

Notice is hereby given that pursuant to Local Bankruptcy Rule 2016-1(C)(7)(a), you have ten (10) business days from the meeting of creditors in this case in which to file an objection with the court to the fees requested in this disclosure of compensation opposing said fees in their entirety, or in a specific amount.

PROOF OF SERVICE

The undersigned hereby certifies that on this date the foregoing Notice was served upon the debtor(s), the standing Chapter 13 Trustee, and U. S. Trustee pursuant to Interim Procedure 2016-1(C)(7)(a) and Local Bankruptcy Rule 2002-1(D)(1)(f), by first-class mail or electronically.

Date

Signature of Attorney

**United States Bankruptcy Court
Eastern District of Virginia**

In re **The Mattress King, Inc.**
Debtor

Case No. _____

Chapter **11**

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Anil and Maria Gulati 2410 Island View Drive Richmond, VA 23233	Common	500	Anil 255 Maria 245

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

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

Date **January 30, 2009**

Signature **/s/ Anil K. Gulati**
Anil K. Gulati
President

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

**United States Bankruptcy Court
Eastern District of Virginia**

In re **The Mattress King, Inc.**
Debtor

Case No. _____

Chapter 11

DECLARATION OF DIVISIONAL VENUE

The debtor's domicile, residence, principal place of business or principal assets were located for the greater part of the 180 days preceding the filing of the bankruptcy petition in the indicated city or county [check one box only]:

Alexandria Division

Cities:

- Alexandria-510
- Fairfax-600
- Falls Church-610
- Manassas-683
- Manassas Park-685

Counties:

- Arlington-013
- Fairfax-059
- Fauquier-061
- Loudoun-107
- Prince William-153
- Stafford-179

Richmond Division

Cities:

- Richmond (city)-760
- Colonial Heights-570
- Emporia-595
- Fredericksburg-630
- Hopewell-670
- Petersburg-730

Counties:

- Amelia-007
- Brunswick-025
- Caroline-033
- Charles City-036
- Chesterfield-041
- Dinwiddie-053
- Essex-057
- Goochland-075
- Greensville-081
- Hanover-085
- Henrico-087
- King and Queen-097
- King George-099
- King William-101
- Lancaster-103
- Lunenburg-111
- Mecklenburg-117
- Middlesex-119
- New Kent-127
- Northumberland-133
- Nottoway-135
- Powhatan-145
- Prince Edward-147
- Prince George-149
- Richmond (county)-159
- Spotsylvania-177
- Surry-181
- Sussex-183
- Westmoreland-193

Norfolk Division

Cities:

- Norfolk-710
- Cape Charles-535
- Chesapeake-550
- Franklin-620
- Portsmouth-740
- Suffolk-800
- Virginia Beach-810

Counties:

- Accomack-001
- Isle of Wight-093
- Northampton-131
- Southampton-175

Newport News Division

Cities:

- Newport News-700
- Hampton-650
- Poquoson-735
- Williamsburg-830

Counties:

- Gloucester-073
- James City-095
- Mathews-115
- York-199

Date: January 30, 2009

/s/ Bruce E. Arkema

**Signature of Attorney
Bruce E. Arkema 18625**

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this Division.

A. W. Industries - Serta
8415 Ardmore Road
Hyattsville, MD 20785

Allied Waste
PO Box 9001099
Louisville, KY 40290

Allied Waste Service
P.O. Box 9001099
Louisville, KY 40290-1099

Allied Waste Services
PO Box 9001099
Louisville, KY 40290

Allison Zizzo
Huff Poole Mahoney, P.C.
4705 Columbus Street
Virginia Beach, VA 23462

Alvah I, LLC and
Alvah II, LLC

Alvah I, LLC and Alvah II, LLC
c/o Mitchell B. Weitzman
2300 Wilson Boulevard, 7th Fl
Arlington, VA 22201

Anil and Maria Gulati
2410 Island View Drive
Richmond, VA 23233

Anil K. and Maria Gulati
2410 Islandview Drive
Richmond, VA 23233

Anthem Healthkeepers
P.O. Box 26623
Richmond, VA 23261

Appalachian Power
PO Box 24413
Canton, OH 44701

Atmos Energy
PO Box 9001949
Louisville, KY 40290

Briar Oak Investments
PO Box 13366
Roanoke, VA 24033

Cavalier Daily Inc.
PO Box 400703
Charlottesville, VA 22904

City of Danville
PO Box 3308
Danville, VA 24543

City of Harrisonburg
PO Box 1007
VA 22804

City of Richmond
P.O. Box 26060
Richmond, VA 23274

Clear Channel Broadcasting
Post Office Box 402584
Atlanta, GA 30384-2584

ColonialWebb
2820 Ackley Ave.
Richmond, VA 23228

Columbia Gas of Richmond
PO Box 742529
Cincinnati, OH 45274

Comcast Spotlight
PO Box 8500-52968
Philadelphia, PA 19178

Cosner's Corner West, LLC
1201 Central Park Boulevard
Fredericksburg, VA 22401

County of Stafford
PO Box 7417
Merrifield, VA 22116

Cox Communications
PO Box 9001088
Louisville, KY 40290

Crystal Springs
PO Box 660579
Dallas, TX 75266

Daily News Record
PO box 193
Harrisonburg, VA 22803

Daily Progress
PO Box 9030
Charlottesville, VA 22906

Danville Register & Bee
PO Box 331
Danville, VA 24543

Daylight Transport, LLC
Post Office Box 93155
Long Beach, CA 90809

Dell Financial Services L.P.
One Dell Way
Round Rock, TX 78682

Dennis Englisby
Englisby, Vaughn & Slone
10101 Iron Bridge Road
Chesterfield, VA 23832

DEX
8400 Innovation Way
Chicago, IL 60682

Dominion Virginia Power
PO Box 26543
Richmond, VA 23290

Dove Data Products
PO Box 6106
Florence, SC 29502

Efficient Roll Off Recycling
PO Box 250
Culpeper, VA 22701

EHSV
PO Box 281900
Atlanta, GA 30384

Elcom of VA/WTVR-TV
PO Box 11407
Birmingham, AL 35202

ELS, LLC
19036 Kipheart Dr.
Leesburg, VA 20176

Faisal Qureshi
2809 Emerywood Parkway
Suite 540
Richmond, VA 23294

FR Shoppers World, LLC
PO Box 8500-9320
Philadelphia, PA 19178

Free Lance Star
616 Amelia Street
Fredericksburg, VA 22401

Frontier Development, LLC
c/o Allison Zizzo
4705 Columbus Street
Virginia Beach, VA 23462

Frontier Development, LLC
4215 South Amherst Highway
Madison Heights, VA 24572

Gentry R. P. Ferrell
Phillips Morrison Johnson & Fe
12576 Wards Road
Rustburg, VA 24588

GMAC
P.O. Box 9001948
Louisville, KY 40290

Greenville Real Estate
2903 N. Augusta Street
Staunton, VA 24401

Handy Helpers
10 Patriot Lane
Palmyra, VA 22963

Hanover county
PO Box 470
Hanover, VA 23069

Hanover Village Shopping Ctr
PO Box 822179
Philadelphia, PA 19182

Harrisonburg Electric Commissi
89 W Bruce Street
Harrisonburg, VA 22801

HHSV
PO Box 281900
Atlanta, GA 30384

Hirschler Fleischer
Post Office Box 500
Richmond, VA 23218-0500

Holiday Signs
11930 Old Stage Road
Chester, VA 23836

Hong Suk "Paul" Chung
11921 Rockville Pike
3rd Floor
Rockville, MD 20852

Hong Suk "Paul" Chung
11921 Rockville Pike
#rd Floor
Rockville, MD 20852

Inland Southern Property
4687 Paysphere Circle
Chicago, IL 60674

Internal Revenue Service
Special Procedures/Support Sta
400 North 8th Street
Richmond, VA 23240

International Bedding co.
6434 NW 5th St.
Fort Lauderdale, FL 33309

Loupassi Properties
c/o Pollard & Bagby, Inc.
P.O. Bo 2488
Richmond, VA 23218

Mantua MFG Co.
PO Box 714304
Columbus, OH 43271

Market Place Shops, LLC
PO Box 5023
Richmond, VA 23220

Market Street Partners, LLC
c/o Kite Development Corp
6610 N. Shadeland Ave., Suite
Indianapolis, IN 46220

Marsh USA, Inc.
PO Box 19601
Newark, NJ

Mattress Marshalls
7900 NW 18 Court
Pompano Beach, FL 33063

Mitchell B. Weitzman
Bean Kinney & Korman, P.C.
2300 Wilson Boulevard, 7th Fl
Arlington, VA 22201

My Network TV
PO Box 7
Roanoke, VA 24022

News & Advance
PO Box 10129
Lynchburg, VA 24506

News Leader
PO Box 59
Staunton, VA 24402

NRV LLC
7011 Hollyberry Rd.
Roanoke, VA 24018

NRV, LLC
7011 Hollyberry Rd
Roanoke, VA 24018

Old Dominion Freight
PO Box 198475
Atlanta, GA 30384

Old Dominion Truck Leasing
PO Box 758770
Baltimore, MD 21275

Pollard & Bagby, Inc.
2 South First St.
Richmond, VA 23218

Progress Index
15 Franklin Street
Post Office Box 71
Petersburg, VA 23804

Property Investment Group
PO Box 171
Midlothian, VA 23113

QIJY, Inc.
809 Main St.
Suite 200
Newport News, VA 23605

Quarles
1701 Fall Hill Avenue
Suite 300
Fredericksburg, VA 22401

Ralph Doss Trust
Gloria Walker
4111 Westover Dr.
Danville, VA 24541

Richmond Times-Dispatch
Post Office Box 27775
Richmond, VA 23261-7775

Roanoke Times
P.O. Box 1951
Roanoke, VA 24008

Robert Douglas
8715 W. Broad St.
Richmond, VA 23230

Roberts Oxygen Co., Inc
15830 Redmond Rd.
Derwood, MD 20855

Roslyn Farm Corp.
PO Box 727
Colonial Heights, VA 23834

Roslyn Farm Corp.
PO Box 470
Petersburg, VA 23804

Salvatore and Antonia Vitale
c/o Gentry R. P. Ferrell
12576 Wards Road
Rustburg, VA 24588

Salvatore and Antonia Vitale

Save on Signs
238 W. Madison Ave.
Vinton, VA 24179

Security Enterprises
6009 Fox Tr.
Danville, VA 24540

Shenandoah Valley Water Co.
PO Box 2339
Staunton, VA 24402

Short Pump Corner, LC
P.O. Box 29393
Richmond, VA 23242

Simmons
1 Concourse Pkwy. #80
Atlanta, GA 30328

Simmons and Partners, LLC
3850 Gaskins Rd.
Suite 120
Richmond, VA 23233

Spring Knoll, LLC
PO Box 61564
Potomac, MD 20859

Stafford county Treasurer
PO Box 5000
Stafford, VA 22555

Staples Business Advantage
PO Box 415256
Boston, MA

Tile Properties
608 William Street
Fredericksburg, VA 22401

Treasurer of Spotsylvania
PO Box C-9000
Spotsylvania, VA 22553

Ultra Shield
PO Box 3150
West Somerset, KY 42564

Updike Industries
PO Box 1745
Culpeper, VA 22701

USRP I, LLC
6555 Mechanicsville Tnpk.
Mechanicsville, VA 23111

USRP I, LLC

VA Beach Properties
c/o Douglas Realty LLC
8715 W. Broad Street
Richmond, VA

Verizon
PO Box 660720
Dallas, TX 75266

Verizon Wireless
PO Box 25505
Lehigh Valley, PA 18002

Virginia Business Bank
9020 Stony Point Pkwy #225
Richmond, VA 23235

Virginia Dep. of Taxation
P.O. Box 27407
Richmond, VA 23261

Virginia Paint Distributing Co
14318 Lander Rd.
Midlothian, VA 23113

W. A. Hixon and June Hixon
c/o Dennis Englisby
10101 Iron Bridge Road
Chesterfield, VA 23832

W. A. Hixon and June Hixon

Wards Crossing West, LLC
1320 Old Chain Bridge Rd.
#400
Mc Lean, VA 22101

Waste Management
PO Box 13648
Philadelphia, PA 19101

Waynesboro TC, LLC
1228 East Morehead Street
Suite 200
Charlotte, NC 28204

WDBJ
PO Box 7
Roanoke, VA 24022

Wesley Allen
PO Box 54478
Terminal Annex
Los Angeles, CA 90054

Western Virginia Water
PO Box 1140
Roanoke, VA 24006

WHSV
50 North Main St.
Harrisonburg, VA 22802

Willow Lawn Service Center
5312 W. Broad St.
Richmond, VA 23230

Worldwide Express
PO Box 922817
Norcross, GA 30010

Worldwide Property Mgmt
PO Box 246
Montrose, NY 10548

WSET - TV
PO Box 11588
Lynchburg, VA 24506

WSLS-TV
PO Box 10
Roanoke, VA 24022

WWBT TV 12
PO Box 12
Richmond, VA 23218

**United States Bankruptcy Court
Eastern District of Virginia**

In re **The Mattress King, Inc.**

Debtor(s)

Case No. _____

Chapter **11**

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

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

Anil and Maria Gulati
2410 Island View Drive
Richmond, VA 23233

None [*Check if applicable*]

January 30, 2009

Date

/s/ Bruce E. Arkema

Bruce E. Arkema 18625

Signature of Attorney or Litigant
Counsel for **The Mattress King, Inc.**
Cantor Arkema, P.C.

1111 East Main Street, 16th Floor
Post Office Box 561
Richmond, VA 23218-0561
(804) 644-1400 Fax:(804) 225-8706