

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

In re:

MATTRESS FIRM, INC.,¹

Reorganized Debtor.

Chapter 11

Case No. 18-12241 (CSS)

**POST-CONFIRMATION QUARTERLY REPORT FOR THE PERIOD
FROM OCTOBER 5, 2018 TO AND INCLUDING DECEMBER 31, 2018**

Pursuant to 28 U.S.C. § 1746, I hereby declare under penalty of perjury that the attached documents are true and correct to the best of my knowledge and belief.

Dated: January 22, 2019

/s/ *Hendré Ackermann*

Hendré Ackermann

Chief Operating Officer and Chief Financial Officer

¹ The last four digits of Mattress Firm, Inc.'s federal tax identification number are 6008. The Reorganized Debtor's mailing address is 10201 S. Main Street, Houston, Texas 77025. The chapter 11 cases of certain affiliates of the Reorganized Debtor were closed effective as of November 22, 2018. See Case No. 18-12241, Docket No. 965.

BALANCE SHEET

<i>(\$ in millions)</i> Assets Non-Current Assets: Goodwill & Intangible Assets Property, Plant & Equipment Other Non-Current Assets Total Non-Current Assets Current Assets: Inventories Trade, Other Receivables & Prepayments Bank Balances & Cash Taxation Receivable Total Current Assets Total Assets	As of 31 December 2018
	\$2,201
	177
	31
	2,409
	177
	103
	125
	31
	436
	\$2,845
Equity and Liabilities	
Total Equity	\$1,636
Debt (1):	
Exit Term Loan	389
Unsecured HoldCo PIK Loan	150
ABL Revolver (Up to \$125 million)	-
Capitalized Finance Lease Agreements	5
Total Debt	544
Non-Current Liabilities:	
Deferred Taxation Liability	53
Other Non-Current Liabilities	113
Total Non-Current Liabilities	166
Current Liabilities:	
Trade & Other Payables	290
Short Term Provisions	184
Short Term Equalization of Operating Lease Payments	6
Short Term Employee Benefits	17
Short Term Loans	2
Total Current Liabilities	499
Total Equity and Liabilities	\$2,845

(1) Debt amounts outstanding are net of unamortized debt issuance costs.

This unaudited consolidated balance sheet is the property of, and contains the proprietary and confidential information of Mattress Firm, Inc. and its affiliates (collectively, the "Company") and is being provided solely for informational purposes.

(\$ USD)

Bank Balance: October 4, 2018 **\$ 10,655,903**

	Cash Activity*: Oct 5, 2018 - Dec 31, 2018
<u>Operating Receipts</u>	
Trade Receipts	681,295,347
Other Operating Receipts	3,495,000
Total Operating Receipts	<u>684,790,347</u>
<u>Operating Disbursements</u>	
Merchandise	(255,409,872)
Rent	(109,450,581)
Salary and Wages	(146,128,169)
Other Normal Course	(217,438,056)
Total Operating Disbursements	<u>(728,426,678)</u>
<u>Non-Operating Activity</u>	
Professional Fees	(19,172,781)
Net Proceeds from recapitalization	210,561,178
Non-Operating (Disbursements)/In-Flow	<u>191,388,396</u>
Change in Outstanding Checks	<u>14,212,154</u>

Bank Balance: December 31, 2018* **\$ 172,620,123**

**Adjusted to reflect activity:*

For the Period: Oct 5, 2018 - Dec 31, 2018: Mattress Firm, Inc.

For the Period: Oct 5, 2018 - Nov 22, 2018: All Other Entities

The bank balance of \$125 million listed on the balance sheet reflects cash flows and a closing bank balance as of Dec 31, 2018 for all entities, including cash flows for the period from Nov 22, 2018 –Dec 31, 2018 for all entities other than Mattress Firm, Inc., which are excluded from the consolidated and entity-level cash flows set forth herein.

DISBURSEMENTS BY LEGAL ENTITY

For the Period: Oct 5, 2018 - Dec 31, 2018: Mattress Firm, Inc.

For the Period: Oct 5, 2018 - Nov 22, 2018: *All Other Entities*

(\$ USD)

	10/5-12/31	10/5-11/22
Maggie's Enterprises, LLC		(144,617)
MattPro of Texas, LP		(13,371)
Mattress Discounters Group, LLC		(45,264)
Mattress Discounters Operations LLC		(231,090)
Mattress Firm, Inc.	(711,284,127)	
Mattress Firm-Arizona, LLC		(11,472)
Mattress Giant Acquisition Corporation		(93,969)
Mattress Giant Corporation		(74,129)
Mattress Giant I Limited Partnership		(11,864)
Sleep Country USA, LLC		(230,378)
Sleep Experts Partners, L.P.		(35,546)
Sleepy's, LLC		(10,914,234)
ST San Diego, LLC		(419,280)
The Sleep Train, Inc.		(4,917,336)
	(711,284,127)	(17,142,551)