

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

<b>In re:</b>	§	
	§	<b>Chapter 11</b>
	§	
<b>SERTA SIMMONS BEDDING, LLC,</b>	§	<b>Case No. 23-90020 (DRJ)</b>
<b>et al.,</b>	§	
	§	<b>(Jointly Administered)</b>
<b>Debtors. <sup>1</sup></b>	§	<b>(Related to Docket No. 391)</b>
	§	

**NOTICE OF INTENT TO PURCHASE, ACQUIRE  
OR OTHERWISE ACCUMULATE DAWN STOCK**

**PLEASE TAKE NOTICE** that, pursuant to that certain *Final Order Establishing Notification Procedures and Approving Restrictions on (A) Certain Transfers of Interests in the Debtors, and (B) Claiming of Certain Worthless Stock Deductions, Pursuant to Sections 362 and 105(a) of Bankruptcy Code* dated March 1, 2023 [Docket No. 391] (with all exhibits thereto, the “**Final Order**”), [Name of Filer] (the “**Filer**”) hereby provides notice of (i) its intention to purchase, acquire or otherwise accumulate directly (a) Dawn Stock,<sup>2</sup> (b) and/or Options to acquire beneficial ownership of Dawn Stock and/or (ii) a proposed purchase or acquisition of Dawn Stock and/or Options to acquire beneficial ownership of Dawn Stock that would result in an increase in the amount of Dawn Stock and/or amount of Dawn Stock underlying Options that are beneficially owned (as defined below) by the Filer, in each case as a percentage of the outstanding Dawn Stock (any proposed transaction described in (i) or (ii), a “**Proposed Transfer**”).

**PLEASE TAKE FURTHER NOTICE** that the following table sets forth the following information:

1. If the Proposed Transfer involves the purchase or acquisition directly by the Filer of beneficial ownership of Dawn Stock and/or Options to acquire beneficial ownership of Dawn Stock, the table sets forth (i) the amount of Dawn Stock and/or the amount of Dawn Stock underlying Options proposed to be purchased or acquired, in each case expressed as a percentage of the outstanding Dawn Stock, and (ii) the date(s) of such Proposed Transfer (broken out by class, as applicable).

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Dawn Intermediate, LLC (6123); Serta Simmons Bedding, LLC (1874); Serta International Holdco, LLC (6101); National Bedding Company L.L.C. (0695); SSB Manufacturing Company (5743); The Simmons Manufacturing Co., LLC (0960); Dreamwell, Ltd. (2419); SSB Hospitality, LLC (2016); SSB Logistics, LLC (6691); Simmons Bedding Company, LLC (2552); Tuft & Needle, LLC (6215); Tomorrow Sleep LLC (0678); SSB Retail, LLC (9245); and World of Sleep Outlets, LLC (0957). The Debtors’ corporate headquarters and service address for these chapter 11 cases is 2451 Industry Avenue, Doraville, Georgia 30360.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Procedures annexed as Exhibit 1 to the Final Order.

2. If the Proposed Transfer involves the purchase or acquisition of beneficial ownership of Dawn Stock and/or Options to acquire beneficial ownership of Dawn Stock by a person or Entity other than the Filer, but the Proposed Transfer nonetheless would increase the amount of Dawn Stock and/or amount of Dawn Stock underlying Options that are beneficially owned by the Filer, in each case as a percentage of the outstanding Dawn Stock, the table sets forth (i) the name(s) of each such person or Entity that proposes to purchase or acquire such Dawn Stock and/or Options, (ii) the amount of Dawn Stock and/or amount of Dawn Stock underlying Options proposed to be purchased or acquired, in each case expressed as a percentage of the outstanding Dawn Stock, and (iii) the date(s) of such Proposed Transfer.

<i>Class</i>	<i>Name of Purchaser or Acquirer</i>	<i>Dawn Stock to be Purchased or Acquired</i>	<i>Dawn Stock Subject to Options to be Purchased or Acquired (by percentage)</i>	<i>Date(s) of Proposed Transfer</i>
Dawn Stock		____%	____%	

(Attach additional page if necessary)

**PLEASE TAKE FURTHER NOTICE** that the following table summarizes the Filer's beneficial ownership of Dawn Stock and/or Options to acquire beneficial ownership of Dawn Stock assuming the Proposed Transfer is approved and consummated as described above. The table sets forth, as of immediately following the Proposed Transfer, (i) amount of Dawn Stock and/or the amount of Dawn Stock underlying Options that would be owned directly by the Filer, in each case expressed as a percentage of the outstanding Dawn Stock, and (ii) in the case of any beneficial ownership by the Filer of Dawn Stock and/or Options that would be owned by another person or Entity as record/legal owner, the name(s) of each prospective record/legal owner, and amount of Dawn Stock and/or amount of Dawn Stock underlying Options that would be owned by each such record/legal owner, in each case expressed as a percentage of the outstanding Dawn Stock.

<i>Class</i>	<i>Name of Owner</i>	<i>Dawn Stock to be Owned</i>	<i>Dawn Stock Underlying Options to be Owned</i>
Dawn Stock		____%	____%

(Attach additional page if necessary)

**PLEASE TAKE FURTHER NOTICE** that if the Proposed Transfer involves a purchase or acquisition of Dawn Stock and/or Options to acquire Dawn Stock directly by the Filer and such Proposed Transfer would result in (i) an increase in the beneficial ownership of Dawn Stock and/or Options to acquire beneficial ownership of Dawn Stock by a person or Entity (other than the Filer) that currently is a Substantial Stockholder or (ii) a person or Entity (other than the Filer) becoming a Substantial Stockholder, the following table sets forth (a) the name of each such person or Entity, (b) the amount of Dawn Stock and/or amount of Dawn Stock underlying Options

that are beneficially owned by such person or Entity prior to the Proposed Transfer, in each case expressed as a percentage of the outstanding Dawn Stock, and (c) the amount of Dawn Stock and/or amount of Dawn Stock underlying Options that would be beneficially owned by such person or Entity immediately following the Proposed Transfer, in each case expressed as a percentage of the outstanding Dawn Stock.

<i>Class</i>	<i>Name of Beneficial Owner</i>	<i>Dawn Stock Owned prior to Proposed Transfer</i>	<i>Dawn Stock to be Owned Following Proposed Transfer</i>	<i>Dawn Stock Underlying Options prior to Proposed Transfer</i>	<i>Dawn Stock Underlying Options Following Proposed Transfer</i>
Dawn Stock		____%	____%	____%	____%

(Attach additional page if necessary)

**PLEASE TAKE FURTHER NOTICE** that the taxpayer identification number of the Filer is \_\_\_\_\_.

**PLEASE TAKE FURTHER NOTICE** that, under penalties of perjury, the Filer hereby declares that it has examined this Notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this Notice and any attachments which purport to be part of this Notice are true, correct and complete.

**PLEASE TAKE FURTHER NOTICE** that, pursuant to the Final Order, this Notice is being filed with this Court and served upon the Debtors, the Debtors' counsel, counsel to the lenders under the Debtors' proposed debtor in possession financing facility, counsel to the Consenting Creditors, and the Creditors' Committee's counsel (if applicable).

**PLEASE TAKE FURTHER NOTICE** that if the Debtors, the Consenting Creditors, or the Creditors' Committee (if applicable) files an objection to the Proposed Transfer within **fifteen (15) business days** after the filing of this Notice, the Proposed Transfer described herein shall not be effective, unless approved by a final and non-appealable order of this Court. If the Proposed Transfer is approved by the Debtors, Consenting Creditors, and the Creditors' Committee (if applicable), then such Proposed Transfer may proceed solely as specifically described in this Notice.

**PLEASE TAKE FURTHER NOTICE** that any further transactions that may result in the Filer increasing its beneficial ownership of Dawn Stock and/or Options to acquire Dawn Stock will each require an additional notice filed with this Court to be served in the same manner as this Notice.

[[IF APPLICABLE] The Filer is represented by [name of the law firm], [address], [phone], (Attn: [name]).]

Respectfully submitted,

\_\_\_\_\_  
[Name of Filer]

By: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Telephone: \_\_\_\_\_

Facsimile: \_\_\_\_\_

Date: \_\_\_\_\_