

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

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

**NOTICE OF INTENT TO SELL, TRADE OR
OTHERWISE TRANSFER 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 sell, trade or otherwise transfer or dispose of (a) Dawn Stock² and/or (b) Options to acquire beneficial ownership of Dawn Stock; and/or (ii) a proposed sale, transfer or disposition of Dawn Stock and/or Options to acquire beneficial ownership of Dawn Stock that would result in a decrease in the amount of Dawn Stock and/or amount of Dawn Stock underlying Options to acquire beneficial ownership of Dawn Stock that are beneficially owned by the Filer, in each case as a percentage of the outstanding Dawn Stock (any proposed transaction described in clauses (i) through (ii), a “**Proposed Transfer**”).

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

1. If the Proposed Transfer involves the sale, transfer or disposition directly by the Filer of Dawn Stock and/or Options to acquire Dawn Stock, the table sets forth (i) the amount of Dawn Stock and/or amount of Dawn Stock underlying Options proposed to be sold, transferred or

¹ 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.

² 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.

disposed of, in each case expressed as a percentage of the outstanding Dawn Stock, and (ii) the date(s) of such Proposed Transfer.

2. If the Proposed Transfer involves the sale, transfer or disposition of Dawn Stock and/or Options to acquire Dawn Stock by a person or Entity other than the Filer, but the Proposed Transfer nonetheless would decrease 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 sell, transfer or dispose of such Dawn Stock and/or Options, (ii) amount of Dawn Stock and/or amount of Dawn Stock underlying Options proposed to be so sold, transferred or disposed of, 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 Transferor</i>	<i>Dawn Stock to be Sold, Transferred or Disposed</i>	<i>Dawn Stock to be Sold, Transferred or Disposed</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 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 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 the amount of Dawn Stock and/or the amount of Dawn Stock underlying Options that would be owned by each such record/legal owner (broken out by class, as applicable):

<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 sale, transfer or disposition of Dawn Stock and/or Options to acquire Dawn Stock directly by the Filer and such Proposed Transfer would result in (i) a decrease in the beneficial ownership of Dawn Stock and/or Options to acquire 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 the 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 the 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 Owned Following Proposed Transfer</i>	<i>Dawn Stock Underlying Options Owned prior to Proposed Transfer</i>	<i>Dawn Stock Underlying Options to be Owned 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, the 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 decreasing 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: _____