

**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)

**Ref. Docket Nos. 1038, 1039, 1040, 1041, 1042,
1043, 1048, and 1123**

**ORDER APPROVING FINAL FEE APPLICATIONS
OF THE DEBTORS' PROFESSIONALS**

Upon consideration of the applications (collectively, the “Applications”) of the professionals (collectively, the “Professionals”) retained by Mattress Firm, Inc. and certain of its affiliates (collectively, the “Debtors”) for allowance of compensation and reimbursement of expenses on a final basis; and it appearing to the Court that all of the requirements of sections 327, 328, 330, 331 and 503(b) of title 11 of the United States Code, as well as Rule 2016 of the Federal Rules of Bankruptcy Procedure and Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware, have been satisfied; and it further appearing that the expenses incurred were reasonable and necessary; and that notice of the Applications was appropriate; and after due deliberation and sufficient good cause appearing therefore; it is hereby:

ORDERED, that the Applications are hereby APPROVED on a final basis in the amounts set forth on Exhibit A attached hereto; and it is further

ORDERED, that the Professionals are granted final allowance of compensation in the amounts set forth on Exhibit A attached hereto; and it is further

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.

ORDERED, that the Professionals are granted, on a final basis, reimbursement of expenses in the amounts set forth on Exhibit A attached hereto; and it is further

ORDERED, that the Debtors are authorized and directed, as provided herein, to remit payment in the amounts set forth on Exhibit A attached hereto, less any and all amounts previously paid on account of such fees and expenses; and it is further

ORDERED, that this order shall be deemed a separate order for each of the Professionals, and the appeal of any order with respect to any of the Professionals shall have no effect on the authorized fees and expenses of any of the other Professionals; and it is further

ORDERED, that the Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this order.

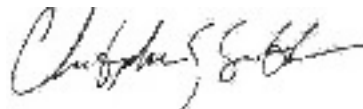


EXHIBIT A

PROFESSIONAL	FEES	EXPENSES
Sidley Austin LLP Co-Counsel to the Debtors 10/5/18 – 11/21/18	\$2,709,059.50 ¹	\$64,150.66 ²
Young Conaway Stargatt & Taylor, LLP Co-Counsel to the Debtors 10/5/18 – 11/21/18	\$303,910.00	\$16,330.16 ³
A&G Realty Partners, LLC Real Estate Consultant and Advisor to the Debtors 10/5/18 – 11/21/18	\$8,586,711.12	\$60,143.11
Crowe LLP Tax Consultants to the Debtors 10/5/18 – 11/21/18	\$223,388.25 ⁴	\$5,986.57
AlixPartners, LLP Financial Advisor to the Debtors 10/5/18 – 11/21/18	\$608,321.90 ⁵	\$49,079.68 ⁶
AlixPartners, LLP Financial Advisor to the Debtors Contingent Success Fee	\$750,000.00	N/A

¹ Amount reflects a voluntary reduction of \$4,912.50 pursuant to discussions with the U.S. Trustee.

² Amount reflects a voluntary reduction of \$161.13 pursuant to discussions with the U.S. Trustee.

³ Amount reflects a voluntary reduction of \$4,059.00 pursuant to discussions with the U.S. Trustee.

⁴ Amount reflects a voluntary reduction of \$17,204.25 pursuant to discussions with the U.S. Trustee.

⁵ Amount reflects a voluntary reduction of \$580.00 pursuant to discussions with the U.S. Trustee.

⁶ Amount reflects a voluntary reduction of \$1,731.13 pursuant to discussions with the U.S. Trustee.